Berry Plastics Acquisition CORP X
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PROSPECTUS

Berry Plastics Holding Corporation

OFFER TO EXCHANGE

$750,000,000 Second Priority Senior Secured Fixed and Floating Rate Notes due 2014, comprised of $525,000,000 $8^7/_8$% Second Priority Senior Secured Fixed Rate Notes due 2014 and $225,000,000 Second Priority Senior Secured Floating Rate Notes due 2014 registered under the Securities Act of 1933
For
A Like Principal Amount of Second Priority Senior Secured Fixed and Floating Rate Notes
($750,000,000 Aggregate Principal Amount)

We offer to exchange up to $750,000,000 aggregate principal amount of our Second Priority Senior Secured Fixed and Floating Rate Notes due 2014, comprised of $525,000,000 $8^7/_8$% Second Priority Senior Secured Fixed Rate Notes due 2014 and $225,000,000 Second Priority Senior Secured Floating Rate Notes due 2014 that are registered under the Securities Act of 1933, or the "exchange notes," for an equal principal amount of our Second Priority Senior Secured Fixed and Floating Rate Notes due 2014, comprised of $525,000,000 $8^7/_8$% Second Priority Senior Secured Fixed Rate Notes due 2014 and $225,000,000 Second Priority Senior Secured Floating Rate Notes due 2014, or the "outstanding notes," which we issued previously without registration under the Securities Act. We refer to the outstanding notes and the exchange notes collectively in this prospectus as the "notes." The exchange notes are substantially identical to the outstanding notes, except that the exchange notes will not be subject to transfer restrictions or entitled to registration rights, and the additional interest provisions applicable to the outstanding notes in some circumstances relating to the timing of the exchange offer will not apply to the exchange notes. The outstanding notes are, and the exchange notes will be, issued by Berry Plastics Holding Corporation and fully and unconditionally guaranteed by Berry Plastics Corporation, Aerocon, Inc., Berry Iowa Corporation, Berry Plastics Design Corporation, Berry Plastics Technical Services, Inc., Berry Sterling Corporation, CPI Holding Corporation, Knight Plastics, Inc., Packerware Corporation, Pescor, Inc., Poly-Seal Corporation, Venture Packaging, Inc., Venture Packaging Midwest, Inc., Berry Plastics Acquisition Corporation III, Berry Plastics Acquisition Corporation V, Berry Plastics Acquisition Corporation VII, Berry Plastics Acquisition Corporation VIII, Berry Plastics Acquisition Corporation IX, Berry Plastics Acquisition Corporation X, Berry Plastics Acquisition Corporation XI, Berry Plastics Acquisition Corporation XII, Berry Plastics Acquisition Corporation XIII, Berry Plastics Acquisition Corporation XV, LLC, Kerr Group, Inc., Saffron Acquisition Corporation, Setco, LLC, Sun Coast Industries, Inc., Tubed Products, LLC, Cardinal Packaging, Inc. and Landis Plastics, Inc., all wholly-owned subsidiaries of Berry Plastics Holding Corporation. The exchange notes will represent the same debt as the outstanding notes and we will issue the exchange notes under the same Indentures.

Terms of the Exchange Offer

The exchange offer expires at 5:00 p.m., New York City time, on February 9, 2007, unless extended. Completion of the exchange offer is subject to certain customary conditions, which we may waive. The exchange offer is not conditioned upon any minimum principal amount of the outstanding notes being tendered for exchange. You may withdraw tenders of outstanding notes at any time before the exchange offer expires.

All outstanding notes that are validly tendered and not withdrawn will be exchanged for exchange notes. The exchange of outstanding notes for exchange notes pursuant to the exchange offer should not be a taxable event for U.S. federal income tax purposes.

There is no existing market for the exchange notes to be issued, and we do not intend to apply for listing or quotation on any exchange or other securities market.

See "Risk Factors" beginning on page 24 for a discussion of the factors you should consider in connection with the exchange offer and exchange of outstanding notes for exchange notes.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OUTSTANDING NOTES OR THE EXCHANGE NOTES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is January 10, 2007.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state or other jurisdiction where the offer is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date on the front of this prospectus.

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Each broker-dealer that receives exchange notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act of 1933, as amended. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after consummation of the registered exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any resale. See "Plan of Distribution."

PROSPECTUS SUMMARY

The following summary highlights information contained elsewhere in this prospectus and is qualified in its entirety by the more detailed information and consolidated financial statements included elsewhere in this prospectus and incorporated by reference into this prospectus. This summary is not complete and may not contain all of the information that may be important to you. You should carefully read the entire prospectus and all information which has been incorporated by reference into the prospectus, including the "Risk Factors" section and our consolidated financial statements and notes to those statements, before making an investment decision.

Our Company

We manufacture a broad range of innovative, high quality plastic packaging solutions using our collection of over 1,500 proprietary molds and an extensive set of internally developed processes and technologies. Our principal products are sold in a diverse selection of markets, including food and beverage, healthcare, personal care, quick service and family dining restaurants, custom and retail.

Industry Overview

We operate in the plastic segment of the $109 billion U.S. packaging sector, which accounted for $39 billion, or 36%, of total packaging industry sales in 2003, the most recently reported year. Plastic packaging has gained, and is expected to continue to gain, market share versus other packaging materials, driven by factors including consumer preference, weight advantages, shatter resistance and barrier properties. The Freedonia Group, Inc. ("Freedonia") estimates annual plastic packaging market growth of 5.2% through 2013, compared to 3.4% annual growth for the overall packaging industry. The product categories on which we focus utilize similar manufacturing processes, share common raw materials (principally polypropylene and polyethylene resin) and sell into end markets where customers demand innovative packaging solutions and quick and seamless design and delivery.

Our Strengths

Our strengths include:

Leading positions across a broad product offering. We have achieved leading competitive positions in many of our major product lines including thinwall, pry-off, dairy and clear polypropylene containers; drink cups; spice and pharmaceutical bottles and prescription vials; and spirits, continuous thread and pharmaceutical closures.

Large, diverse and stable customer base. We sell our products to over 12,000 customers in diverse industries, including pharmaceuticals, food, dairy and health and beauty. Our top 10 customers accounted for less than 30% of net sales and our largest customer accounted for less than 7% of net sales for fiscal 2005. The average term of our relationships with our top 10 customers is 21 years.

Strong organic growth through continued focus on best-in-class technology and innovation. We currently own over 1,500 proprietary molds and have pioneered a variety of production processes and new products, recent examples of which include an innovative prescription package for Target Stores, a proprietary flip-top closure for tubes and our Vent Band™ compression closure for isotonic beverages (*e.g.*, Gatorade®).

Scale and low-cost operations drive profitability. Our large, high volume equipment and flexible, cross-facility manufacturing capabilities result in lower unit-production costs than many of our competitors as we can leverage our fixed costs, higher capacity utilization and longer production runs. Our scale also enhances our purchasing power and lowers our cost of raw materials such as resin. In addition, we have broad distribution capabilities, which reduce shipping costs and allow for quick turnaround times to our customers. Our managers are charged with meeting specific cost reduction and productivity improvement targets each year, with a material amount of their compensation tied to their performance versus these targets.

Ability to pass through changes in the price of resin. We have generally been able to pass through to our customers increases in costs of raw materials, especially resin, the principal raw material used in manufacturing our products. We have contractual price escalators/de-escalators tied to the price of resin with customers representing more than 60% of net sales that result in relatively rapid price adjustments to these customers. In addition, we have experienced high success rates in quickly passing through increases and decreases in the price of resin to customers without indexed price agreements.

Track record of strong, stable free cash flow. Our strong earnings, combined with our modest capital expenditure profile, limited working capital requirements and relatively low cash taxes due to various tax attributes, result in the generation of significant free cash flow.

Motivated management team with highly successful track record. Our 12 senior executives possess an average of 20 years of packaging industry experience, and have combined experience of over 236 years at Berry. This team has been responsible for developing and executing our strategy that has generated a track record of earnings growth and strong free cash flow and has successfully integrated 22 acquisitions since 1988. Members of our senior management team and other employees own approximately 23% of the equity of Berry Plastics Group, our parent company, on a fully diluted basis.

Business Strategy

Our business strategy is to maintain and enhance our market position and leverage our core strengths to increase profitability and maximize free cash flow through the continued implementation of the following:

Increase sales to our existing customers. We are expanding our product portfolio, extending existing product lines and penetrating new markets with new products, the aim of which is to provide our customers with a cost-effective, single source from which to purchase a broad range of their plastic packaging needs.

Aggressively pursue new customers. We believe that our national direct sales force, our ability to offer new customers a cost-effective, single source from which to purchase a broad range of plastic packaging products and our proven ability to design innovative new products position us well to continue to grow and diversify our customer base.

Manage costs and capital expenditures to drive free cash flow and returns on capital. We employ a team culture of continuous improvement operating under an ISO management system and employing Six Sigma throughout the organization. Our principal cost-reduction strategies include (i) leveraging our scale to reduce material costs, (ii) efficiently reinvesting capital into our manufacturing processes to maintain technological leadership and achieve productivity gains, (iii) focusing on ways to streamline operations through plant and overhead rationalization and (iv) monitoring and rationalizing the number of vendors from which we purchase materials in order to increase our purchasing power.

Selectively pursue strategic acquisitions. Our industry is highly fragmented and our customers are focused on working with a small set of key vendors. We have a successful track record of executing and integrating acquisitions, having completed 22 acquisitions since 1988, and have developed an expertise in synergy realization. We intend to continue to apply a selective and disciplined acquisition strategy.

Recent Developments

On September 20, 2006, Merger Sub merged with and into BPC Holding Corporation pursuant to an agreement and plan of merger (the "Merger Agreement") with BPC Holding Corporation, Berry Plastics Group, Inc. (f/k/a BPC Holding Acquisition Corp.) and Merger Sub (a wholly-owned subsidiary of Berry Plastics Group, Inc.). Following the consummation of the merger of BPC Holding Corporation and Merger Sub, BPC Holding Corporation changed its name to Berry Plastics Holding Corporation. Pursuant to the Merger Agreement, we are now a wholly-owned subsidiary of Berry Plastics Group, Inc., the principal stockholders of which are Apollo Investment Fund VI, L.P., AP Berry Holdings, LLC and Graham Partners II, L.P. Apollo Investment Fund VI, L.P. and AP Berry Holdings, LLC are affiliates of Apollo, which is a private investment firm that was founded in 1990. Companies owned or controlled by Apollo or in which Apollo or its affiliates have a significant equity investment include, among others, Goodman Global, Inc., Hexion Specialty Chemicals, Inc., Nalco Company, MetalsUSA, Inc., United Agri Products and Covalence Specialty Materials Holdings Corp. Graham Partners II, L.P. is an affiliate of Graham Partners, Inc., a private equity firm with over $850 million under management which has global interests in plastics, packaging, machinery, building products and outsource manufacturing. Companies owned or controlled by Graham Partners or in which Graham Partners have significant equity investment include, among others, National Diversified Sales, Inc., Supreme Corq LLC, Infiltrator Systems, Inc., Nailite International, Inc., Line-X LLC and Western Industries, Inc. We refer to the merger and payment of merger consideration as the "Acquisition."

The Acquisition was funded with shareholders' equity and the following debt components:

· Proceeds from our issuance of $750.0 million aggregate principal amount of outstanding notes;

· New borrowings of $675.0 million in Term B loans and $20.0 million under the revolving credit facility, both as available under the senior secured credit facilities; and

· Proceeds from our issuance of $425.0 million aggregate principal amount of senior subordinated notes to affiliates of Goldman.

Pursuant to the Merger Agreement, certain members of our senior management team and other employees have invested in shares of Berry Plastics Group, Inc.'s common stock (the "management shares"). Options to purchase shares of Berry Plastics Group, Inc.'s common stock have also been granted to all members of our senior management team. We expect to grant additional options to purchase common stock of Berry Plastics Group, Inc. to other employees in the future from time to time. Approximately 23% of the outstanding common stock of Berry Plastics Group, Inc. on a fully-diluted basis is currently owned by members of our senior management team and other employees.

On September 20, 2006, we used a portion of the proceeds of the Acquisition funding to repay the outstanding term loans under our old senior secured credit agreement and to repurchase all of the $335.0 million in aggregate outstanding principal amount of our 10 ¾% Senior Subordinated Notes due 2012 (the “old notes”) pursuant to a previously launched tender offer (the “tender offer”). This prospectus is not an offer to exchange, a solicitation of an offer to exchange or a solicitation of consents with respect to the old notes. This exchange offer has been made solely pursuant to a registration rights agreement, dated as of September 20, 2006 (the “registration rights agreement”).

Unless the context indicates otherwise, references in this prospectus to the “senior secured credit facilities” refers to such facilities following the Acquisition.

Risk Factors

You should consider carefully all the information set forth in this prospectus and, in particular, you should evaluate the specific factors set forth under “Risk Factors” for risks you should consider in connection with the exchange offer.

Additional Information

Berry Plastics Holding Corporation is a Delaware Corporation. Our principal executive offices are located at 101 Oakley Street, Evansville, Indiana 47710. Our telephone number is (812) 424-2904. Our website address is located at *www.berryplastics.com*. The information that appears on our website is not a part of, and is not incorporated into, this prospectus.

Summary of the Exchange Offer

The following is a brief summary of the terms of the exchange offer. For a more complete description of the exchange offer, see "The Exchange Offer."

Securities Offered

Up to $750,000,000 aggregate principal amount of the exchange notes which have been registered under the Securities Act.

The form and terms of these exchange notes are identical in all material respects to those of the outstanding notes of the same series except that:

· the exchange notes have been registered under the U.S. federal securities laws and will not bear any legend restricting their transfer;

· the exchange notes bear a different CUSIP number than the outstanding notes;

· the exchange notes will not be subject to transfer restrictions or entitled to registration rights; and

· the exchange notes will not be entitled to additional interest provisions applicable to the outstanding notes in some circumstances relating to the timing of the exchange offer. See "The Exchange Offer Terms of the Exchange Offer; Acceptance of Tendered Notes."

The Exchange Offer

We are offering to exchange the exchange notes for a like principal amount of the outstanding notes.

We will accept any and all outstanding notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on February 9, 2007. Holders may tender some or all of their outstanding notes pursuant to the exchange offer. However, outstanding notes may be tendered only in integral multiples of $1,000 in principal amount, subject to a minimum denomination of $2,000.

In order to be exchanged, an outstanding note must be properly tendered and accepted. All outstanding notes that are validly tendered and not withdrawn will be exchanged. As of the date of this prospectus, there are $750,000,000 aggregate principal amount of outstanding notes, comprised of $525,000,000

$8^{7}/_{8}$% Second Priority Senior Secured Fixed Rate Notes due 2014 and $225,000,000 Second Priority Senior Secured Floating Rate Notes due 2014. We will issue exchange notes promptly after the expiration of the exchange offer. See “The Exchange Offer Terms of the Exchange Offer Acceptance of Tendered Notes.”

Transferability of Exchange Notes

Based on interpretations by the staff of the U.S. Securities and Exchange Commission, or the "SEC", as detailed in previous no-action letters issued to third parties, we believe that the exchange notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as:

· you are acquiring the exchange notes in the ordinary course of your business;

· you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in a distribution of the exchange notes; and

· you are not our "affiliate" as defined in Rule 405 under the Securities Act.

If you are an affiliate of ours, or are engaged in or intend to engage in or have any arrangement or understanding with any person to participate in the distribution of the exchange notes:

· you cannot rely on the applicable interpretations of the staff of the SEC;

· you will not be entitled to participate in the exchange offer; and

· you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

Each broker or dealer that receives exchange notes for its own account in the exchange offer for outstanding notes that were acquired as a result of market-making or other trading activities must acknowledge that it will comply with the prospectus delivery requirements of the Securities Act in connection with any offer to resell or other transfer of the exchange notes issued in the exchange offer.

	Furthermore, any broker-dealer that acquired any of its outstanding notes directly from us, in the absence of an exemption therefrom, · may not rely on the applicable interpretation of the staff of the SEC's position contained in Exxon Capital Holdings Corp., SEC no-action letter (April 13, 1988), Morgan, Stanley & Co. Inc., SEC no-action letter (June 5, 1991) and Shearman & Sterling, SEC no-action letter (July 2, 1993); and · must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes. See "Plan of Distribution." We do not intend to apply for listing of the exchange notes on any securities exchange or to seek approval for quotation through an automated quotation system. Accordingly, there can be no assurance that an active market will develop upon completion of the exchange offer or, if developed, that such market will be sustained or as to the liquidity of any market.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on February 9, 2007, unless we extend the expiration date.
Exchange Date; Issuance of Exchange Notes	The date of acceptance for exchange of the outstanding notes is the exchange date, which will be the first business day following the expiration date of the exchange offer. We will issue the exchange notes in exchange for the outstanding notes tendered and accepted in the exchange offer promptly following the exchange date. See "The Exchange Offer Terms of the Exchange Offer; Acceptance of Tendered Notes."
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions. We may assert or waive these conditions in our reasonable discretion. See "The Exchange Offer Conditions to the Exchange Offer" for more information regarding conditions to the exchange offer.

Special Procedures for Beneficial Holders

If you beneficially own outstanding notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender in the exchange offer, you should contact such registered holder promptly and instruct such person to tender on your behalf. See “The Exchange Offer Procedures for Tendering Outstanding Notes.”

Effect of Not Tendering

Any outstanding notes that are not tendered in the exchange offer, or that are not accepted in the exchange, will remain subject to the restrictions on transfer. Since the outstanding notes have not been registered under the U.S. federal securities laws, you will not be able to offer or sell the outstanding notes except under an exemption from the requirements of the Securities Act or unless the outstanding notes are registered under the Securities Act. Upon the completion of the exchange offer, we will have no further obligations, except under limited circumstances, to provide for registration of the outstanding notes under the U.S. federal securities laws. See “The Exchange Offer Effect of Not Tendering.”

Withdrawal Rights

You may withdraw your tender at any time before the exchange offer expires.

Interest on Exchange Notes and the Outstanding Notes

The exchange notes will bear interest from the most recent interest payment date to which interest has been paid on the outstanding notes, or, if no interest has been paid, from September 20, 2006. Interest on the outstanding notes accepted for exchange will cease to accrue upon the issuance of the exchange notes.

Acceptance of Outstanding Notes and Delivery of Exchange Notes

Subject to the conditions stated in the section “The Exchange Offer Conditions to the Exchange Offer” of this prospectus, we will accept for exchange any and all outstanding notes which are properly tendered in the exchange offer before 5:00 p.m., New York City time, on the expiration date. The exchange notes will be delivered promptly after the expiration date. See “The Exchange Offer Terms of the Exchange Offer; Acceptance of Tendered Notes.”

Material United States Federal Income Tax Considerations

The exchange by a holder of outstanding notes for exchange notes to be issued in the exchange offer should not result in a taxable transaction for U.S.

federal income tax purposes. See “Material United States Federal Income Tax Consequences.”

Accounting Treatment	We will not recognize any gain or loss for accounting purposes upon the completion of the exchange offer. The expenses of the exchange offer that we pay will be charged to expense in accordance with generally accepted accounting principles. See "The Exchange Offer Accounting Treatment."
Exchange Agent	Wells Fargo Bank, National Association, the trustee under the Indenture, is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are listed under the heading "The Exchange Offer Exchange Agent."
Use of Proceeds	We will not receive any proceeds from the issuance of exchange notes in the exchange offer. We will pay all expenses incident to the exchange offer. See "Use of Proceeds."

Summary of the Terms of the Exchange Notes

The form and terms of the exchange notes and the outstanding notes are identical in all material respects, except that the transfer restrictions, registration rights and additional interest provisions in some circumstances relating to the timing of the exchange offer, which are applicable to the outstanding notes, do not apply to the exchange notes. The exchange notes will evidence the same debt as the outstanding notes and will be governed by the same Indenture.

Issuer	Holdings
Securities	\$750,000,000 aggregate principal amount of Second Priority Senior Secured Notes due 2014, comprised of \$525,000,000 aggregate principal amount of our 8 $^{7}/_{8}$% second priority senior secured fixed rate notes due 2014 and \$225,000,000 aggregate principal amount of our second priority senior secured floating rate notes due 2014.
Maturity Date	September 15, 2014.
Fixed Rate Notes	The fixed rate notes will bear interest at a rate of 8 $^{7}/_{8}$% per annum, payable semiannually on March 15 and September 15 of each year, commencing March 15, 2007.
Floating Rate Notes	The floating rate notes will bear interest at a rate of LIBOR plus 3.875% per annum, which will reset quarterly. Interest on the floating rate notes will be payable quarterly on March 15, June 15, September 15 and December 15 of each year, commencing December 15, 2006.
Collateral	The exchange notes and the guarantees of the exchange notes will be secured by a second priority security interest in the collateral granted to the collateral agent for the benefit of the holders of the exchange notes and other future parity lien debt that may be issued pursuant to the terms of the Indenture governing the exchange notes. These liens will be junior in priority to the liens on the same collateral securing our senior secured credit facilities and to all other permitted prior liens, including liens securing certain hedging obligations and cash management obligations. The liens securing priority lien obligations are held by the collateral agent under our senior secured credit facilities.

The collateral securing the exchange notes will be substantially all of our and the guarantors' property and assets that will secure our senior secured credit facilities, which excludes (i) any license, contract or agreement of ours or the guarantors, if and only for so long as the grant of a security interest under the security documents would result in a breach or default under, or abandonment, invalidation or unenforceability of that license, contract or agreement; (ii) any bank accounts, securities accounts or cash and (iii) certain other limited exclusions. While the collateral securing our senior secured credit facilities will include the equity interests of substantially all of our domestic subsidiaries and "first-tier" foreign subsidiaries, the collateral securing the exchange notes will not include securities and other equity interests of our subsidiaries (including all guarantor subsidiaries). For more information, see "Description of the Notes—Security for the Exchange Notes."

At July 1, 2006, the estimated book value of the collateral which secures the senior secured credit facilities and the exchange notes was $793.6 million.

Intercreditor Agreement

The trustee under the Indenture governing the exchange notes and the collateral agent under our senior secured credit facilities have entered into an intercreditor agreement as to the relative priorities of their respective security interests in our assets securing the exchange notes and borrowings under our senior secured credit facilities and certain other matters relating to the administration of security interests. The terms of the intercreditor agreement are set forth under "Description of the Notes—Security for the Exchange Notes."

Optional Redemption

Fixed Rate Notes

Prior to September 15, 2010, we may redeem some or all of the fixed rate exchange notes at a price equal to 100% of the principal amount of the fixed rate exchange notes redeemed plus accrued and unpaid interest and additional interest, if any, to the redemption date plus the "applicable premium." On or after September 15, 2010, we may redeem some or all of the fixed rate exchange notes at the redemption prices set forth in this prospectus. Additionally, on or prior to September 15, 2009, we may redeem up to 35% of the aggregate principal amount of the fixed rate exchange notes with the net proceeds of specified equity offerings at the redemption price set forth in this prospectus. See "Description of the Exchange Notes—Optional Redemption—Fixed Rate Exchange Notes."

Floating Rate Notes

On or after September 15, 2008, we may redeem some or all of the floating rate exchange notes at the redemption prices set forth in this prospectus. Additionally, on or prior to September 15, 2008, we may redeem up to 35% of the aggregate principal amount of the floating rate exchange notes with the net proceeds of specified equity offerings at the redemption price set forth in this prospectus. See "Description of the Exchange Notes—Optional Redemption—Floating Rate Exchange Notes."

Change of Control

If a change of control occurs, we must give holders of the exchange notes an opportunity to sell to us their exchange notes at a purchase price of 101% of the principal amount of such exchange notes, plus accrued and unpaid interest to the date of purchase. The term "Change of Control" is defined under "Description of the Exchange Notes—Change of Control."

Guarantees

The exchange notes will be guaranteed, jointly and severally, on a second priority senior secured basis, by each of our domestic subsidiaries that guarantees our senior secured credit facilities.

Ranking

The exchange notes and the guarantees thereof will be our and the guarantors' second priority senior secured obligations and will:

· rank equally in right of payment with all of our and the guarantors' existing and future senior indebtedness;

· rank senior to all of our and the guarantors' existing and future subordinated indebtedness, including the senior subordinated notes; and

· be effectively subordinated to all of our first priority secured debt, including the borrowings under the senior secured credit facilities, to the extent of the collateral securing such debt.

The exchange notes will also be effectively junior to liabilities of the non-guarantor subsidiaries. As of July 1, 2006, our non-guarantor subsidiaries had liabilities of $56.5 million.

As of September 20, 2006, we had outstanding on a consolidated basis:

· $720.4 million of secured senior indebtedness constituting first priority lien obligations, primarily consisting of the term B loans under the senior secured credit facilities;

· $1,470.4 million of secured senior indebtedness, consisting primarily of the term B loans under the senior secured credit facilities and the outstanding notes; and

· $425.0 million of unsecured senior subordinated indebtedness, consisting of the senior subordinated notes.

Restrictive Covenants

The Indenture governing the exchange notes contains covenants that will limit our ability and certain of our subsidiaries' ability to:

· incur or guarantee additional indebtedness;
· pay dividends and make other restricted payments;
· create restrictions on the payment of dividends or other distributions to us from our restricted subsidiaries;
· create or incur certain liens;
· make certain investments;
· engage in sales of assets and subsidiary stock; and
· transfer all or substantially all of our assets or enter into merger or consolidation Acquisition.

These covenants are subject to a number of important limitations and exceptions as described under "Description of the Exchange Notes—Certain Covenants." Certain covenants will cease to apply to the exchange notes at all times after the exchange notes have investment grade ratings from both Moody's Investors Service, Inc., or Moody's, and Standard & Poor's Ratings Group, or S&P; provided that no event of default has occurred and is continuing. Similarly, the "Change of Control" covenant will be suspended with respect to the exchange notes during all periods when the notes have investment grade ratings from Moody's and S&P; provided that no event of default has occurred and is continuing.

Listing	We expect that the exchange notes will be eligible for trading in PORTAL, a subsidiary of The Nasdaq Stock Market, Inc.

Summary Historical and Unaudited Pro Forma Financial Data

The following table sets forth certain of our historical and pro forma financial data. Our fiscal years are 52- or 53-week periods ending generally on the Saturday closest to December 31. All references herein to “fiscal 2005,” “fiscal 2004” and “fiscal 2003” relate to the fiscal years ended December 31, 2005, January 1, 2005 and December 27, 2003, respectively. The summary historical financial data for fiscal 2005, fiscal 2004 and fiscal 2003 have been derived from our consolidated financial statements and related notes thereto included elsewhere in this prospectus, which have been audited by Ernst & Young LLP, an independent registered public accounting firm.

The summary historical financial data as of and for the 26 weeks ended July 1, 2006 and July 2, 2005 is derived from our unaudited financial statements included elsewhere in this prospectus. The summary historical financial data set forth below should be read in conjunction with and is qualified in its entirety by reference to the audited and unaudited consolidated financial statements and the related notes included elsewhere in this prospectus.

The following table also includes summary unaudited pro forma financial information as of and for fiscal 2005 and for the 26 week periods ended July 2, 2005 and July 1, 2006. The summary unaudited pro forma financial information has been derived from the pro forma financial information set forth under “Unaudited Pro Forma Condensed Consolidated Financial Information,” which has been prepared to give pro forma effect to the Acquisition. The summary unaudited pro forma condensed consolidated statement of income data gives effect to the Acquisition as if it had occurred on the first day of the applicable period. The summary unaudited pro forma condensed consolidated balance sheet data as of July 1, 2006 gives effect to the Acquisition as if it had occurred on July 1, 2006.

The Acquisition has been accounted for using the purchase method of accounting. The final allocation of the purchase price in the Acquisition will be determined at a later date and depend on a number of factors, including the final valuation of our tangible and identifiable intangible assets acquired and liabilities assumed in the Acquisition. An independent third-party appraiser will perform a valuation of these assets as of the closing date of the Acquisition, and upon a final valuation the purchase allocation will be adjusted. Such final adjustments, including increases to depreciation and amortization resulting from the allocation of purchase price to amortizable tangible and intangible assets, may be material. This valuation will be based on the actual net tangible and intangible assets and liabilities that existed as of the closing date of the Acquisition. In addition, we will record an adjustment to stockholders’ equity at a later date to adjust the carryover basis of continuing ownership.

As a result of the Acquisition, Holdings is a wholly-owned subsidiary of Berry Plastics Group with assets liabilities and an equity structure that will not be comparable to historical periods. Consequently, our historical consolidated financial information may not be comparable to or indicative of our future performance.

The summary unaudited pro forma financial information is for informational purposes only and does not purport to represent what our results of operation or financial position would have been if the Acquisition had occurred as of the dates indicated or what such results will be for future periods, and such information does not purport to project the results of operations for any future period.

The following data should be read in conjunction with "Risk Factors," "Unaudited Pro Forma Condensed Consolidated Financial Information," "Selected Historical Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," our consolidated financial statements and related notes thereto included elsewhere in this prospectus and our consolidated financial statements and related notes thereto of our November 14, 2006 Form 10-Q incorporated by reference herein.

	Historical					Pro Forma		
				26 Weeks Ended			26 Weeks Ended	
	Fiscal 2003	Fiscal 2004	Fiscal 2005	July 2, 2005	July 1, 2006	Fiscal 2005	July 2, 2005	July 1, 2006
	(dollars in thousands)							
Statement of Income Data:								
Net sales	$ 551,876	$ 814,213	$ 1,169,704	$ 508,181	$ 731,078	$ 1,338,019	$ 676,496	$ 731,078
Cost of goods sold	420,750	639,329	943,370	417,493	583,941	1,082,478	556,601	583,941
Gross profit	131,126	174,884	226,334	90,688	147,137	255,541	119,895	147,137
Operating expenses	59,936	81,008	110,545	40,227	70,282	134,162	62,344	71,921
Operating income	71,190	93,876	115,789	50,461	76,855	121,379	57,551	75,216
Other expenses (income)[(1)]	(7)	—	1,354	1,569	(299)	8,705	8,920	(299)
Loss on extinguished debt[(2)]	250	—	7,045	7,045	—	—	—	—
Interest expense, net[(3)]	45,413	53,185	73,274	30,123	44,511	167,861	83,815	84,114
Income (loss)before income taxes	25,534	40,691	34,116	11,724	32,643	(55,187)	(35,184)	(8,599)
Income taxes (benefit)	12,486	17,740	14,325	6,174	14,731	(24,835)	(15,832)	(3,869)
Net income (loss)	$ 13,048	$ 22,951	$ 19,791	$ 5,550	$ 17,912	$ (30,352)	$ (19,352)	$ (4,730)
Balance Sheet Data (at period end):								
Working capital[(4)]	$ 88,850	$ 118,981	$ 211,118	$ 154,675	$ 196,032			$ 196,032
Total assets	1,015,806	1,005,144	1,647,830	1,553,641	1,673,286			2,672,929
Total debt	751,605	697,558	1,160,620	1,167,554	1,135,820			1,896,659
Stockholders' equity	152,591	183,891	203,388	182,692	227,669			483,519
Other Data:								
Depreciation and	$ 44,078	$ 60,816	$ 88,720	$ 34,149	$ 53,996	$ 105,368	$ 50,797	$ 53,996

Amortization(5)								
Capital Expenditure(6)	29,949	52,624	57,829	32,303	52,217	68,681	43,155	52,217
Ratio of Earnings to Fixed Charges(7)	1.5X	1.7X	1.4X	1.4X	1.7X	(7)	(7)	(7)
EBITDA(8)	115,275	154,692	203,155	83,041	131,150	212,708	94,094	129,511
Bank Compliance EBITDA(8)						$ 250,602	$ 113,059	$ 149,547

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(1) Other expenses (income) consist of net losses (gains) on disposal of property and equipment and unrealized loss (gain) on investment in Southern Packaging.
(2) In 2005, the loss on extinguished debt represents unamortized deferred financing costs on the term loan expensed as a result of an amendment to our existing senior secured credit facilities. The loss on extinguished debt in 2003 represents the legal costs associated with amending our existing senior secured credit facilities in connection with the acquisition (the “Landis Acquisition”) of Landis Plastics, Inc. (“Landis”).
(3) Includes non-cash interest expense of $2,318, $1,862, $1,945, $982 and $954, in fiscal 2003, 2004 and 2005 and the 26 weeks ended July 2, 2005 and July 1, 2006, respectively, and pro forma non-cash interest expense of $5,230 for fiscal 2005 and $2,615 for the twenty-six week periods ended July 2, 2005 and July 1, 2006.
(4) Represents total current assets (other than cash) less total current liabilities (other than accrued interest and the current portion of long-term debt).
(5) Depreciation and amortization excludes non-cash amortization of deferred financing fees and debt premium/discount amortization, which are included in interest expense.
(6) Pro Forma capital expenditures include purchases made by Kerr Group, Inc. prior to our acquisition of the company.
(7) For the purposes of calculating the ratio of earnings to fixed charges, earnings represent income (loss) before income taxes plus fixed charges. Fixed charges consist of financing costs and the portion of operational rental expense which management believes is representative of interest within rent expense. The ratio of earnings to fixed charges should be read in conjunction with the financial statements and other financial data included in this prospectus. Pro forma fiscal 2005 and the pro forma 26 weeks ended July 2, 2005 and July 1, 2006 have a shortfall of $53,957, $34,697 and $7,465 respectively.
(8) EBITDA represents net income before interest expense, net, income taxes and depreciation and amortization. Bank Compliance EBITDA represents EBITDA as further adjusted. Bank Compliance EBITDA is a financial measure used in the indentures governing the notes being offered hereby and the new senior subordinated notes and in our new senior secured credit facilities as a component of a coverage ratio that is used to test whether certain transactions are permitted. Adjustments to arrive at Bank Compliance EBITDA are permitted in calculating covenant compliance in the indenture governing the notes. We believe that the inclusion of these adjustments to net income applied in presenting Bank Compliance EBITDA are appropriate to provide additional information to investors about certain non-cash items and about unusual items that we do not expect to continue at the same level in the future. Bank Compliance EBITDA differs from the term “EBITDA” as it is commonly used. EBITDA and Bank Compliance EBITDA are not measures of financial performance under GAAP and may not be comparable to similarly titled measures of other companies. You should not consider our EBITDA or Bank Compliance EBITDA as alternatives to operating or net income, determined in accordance with GAAP, as indicators of our operating performance, or as an alternative to cash flows from operating activities, determined in accordance with GAAP.

Reconciliation of net income (loss) to EBITDA and Bank Compliance EBITDA

	Historical					Pro Forma		
				26 Weeks Ended			26 Weeks Ended	
	Fiscal 2003	Fiscal 2004	Fiscal 2005	July 2, 2005	July 1, 2006	Fiscal 2005	July 2, 2005	July 1, 2006
	(dollars in thousands)							
Net income (loss)	$ 13,048	$ 22,951	$ 19,791	$ 5,550	$ 17,912	$ (30,352)	$ (19,352)	$ (4,730)
Interest expense, net(a)	45,663	53,185	80,319	37,168	44,511	167,861	83,815	84,114
Income taxes (benefit)	12,486	17,740	14,325	6,174	14,731	(24,835)	(15,832)	(3,869)
Depreciation and amortization	44,078	60,816	88,720	34,149	53,996	100,034	45,463	53,996
EBITDA	$ 115,275	$ 154,692	$ 203,155	$ 83,041	$ 131,150	$ 212,708	$ 94,094	$ 129,511
Adjustments to Pro Forma EBITDA:								
Management fees						$ 3,000	1,500	1,639
Non-cash compensation(b)						2,152	—	1,976
One-time expenses(c)						9,742	2,965	7,921
Pro forma synergies(d)						23,000	14,500	8,500
Bank Compliance EBITDA						$ 250,602	$ 113,059	$ 149,547

(a) Includes loss on extinguished debt.
(b) Represents equity-based compensation paid to management.
(c) Represents non-recurring items such as expenses related to the integration of the June 2005 acquisition (the "Kerr Acquisition") of the Kerr Group, Inc. ("Kerr"), gains on investment and project start-up costs from July 3, 2005.
(d) Represents the estimated pro forma impact of synergies from the Kerr Acquisition and from the joint purchasing of resin and other materials and services with other companies owned by Apollo.

Reconciliation of net cash provided by operating activities to Bank Compliance EBITDA.

		Pro Forma	
		26 Weeks Ended	
	Fiscal 2005	July 2, 2005	July 1, 2006
Net cash provided by operating activities (historical)	101,546	51,385	87,142
Pro forma adjustments:			
Management fees	(3,000)	(1,500)	(1,639)
Kerr acquisition	11,199	11,199	-
Cash interest expense	(91,132)	(51,974)	(37,857)
Net cash provided by operating activities (pro forma)	18,613	9,110	47,646
Cash income taxes	1,556	533	898
Cash interest expense	162,461	81,115	81,414
Increase in working capital	32,230	3,336	1,529
Management fees	3,000	1,500	1,639
One-time expenses (See Note (c) in previous table)	9,742	2,965	7,921
Pro forma synergies (See Note (d) in previous table)	23,000	14,500	8,500
Bank Compliance EBITDA	250,602	113,059	149,547

WHERE YOU CAN FIND MORE INFORMATION ABOUT US

We have filed with the U.S. Securities and Exchange Commission, or the "SEC," a registration statement on Form S-4, which we refer to as the "exchange offer registration statement," under the Securities Act of 1933, as amended, and the rules and regulations thereunder, which we refer to collectively as the "Securities Act," covering the exchange notes being offered. This prospectus does not contain all the information in the exchange offer registration statement. For further information with respect to Berry Plastics Holding Corporation and the exchange offer, reference is made to the exchange offer registration statement. Statements made in this prospectus as to the contents of any contract, agreement or other documents referred to are not necessarily complete. For a more complete understanding of each contract, agreement or other document filed as an exhibit to the exchange offer registration statement, we encourage you to read the documents contained in the exhibits.

After the registration statement becomes effective, we will file annual, quarterly and current reports and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public at the SEC's website at *http://www.sec.gov*.

You may obtain copies of the information and documents referenced or incorporated by reference in this prospectus at no charge by accessing the SEC's website at *http://www.sec.gov* or by requesting them from us in writing or by telephone at:

Berry Plastics Holding Corporation
101 Oakley Street
Evansville, Indiana 47710
(812) 424-2904

To obtain timely delivery of any of our filings, agreements or other documents, you must make your request to us no later than February 1, 2007. In the event that we extend the exchange offer, you must submit your request at least five business days before the expiration date of the exchange offer, as extended. We may extend the exchange offer in our sole discretion. See "Exchange Offer" for more detailed information.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains “forward-looking statements,” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. Such statements include, in particular, statements about our plans, strategies and prospects under the headings “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business.” The safe harbor provisions of Section 27A of the Securities Act and Section 21E of the Exchange Act of 1934 do not apply to any such statements which are made in connection with this exchange offer. You can identify certain forward-looking statements by our use of forward-looking terminology such as, but not limited to, “believes,” “expects,” “anticipates,” “estimates,” “intends,” “pl “targets,” “likely,” “will,” “would,” “could” and similar expressions that identify forward-looking statements. All forward-looking statements involve risks and uncertainties. Many risks and uncertainties are inherent in our industry and markets. Others are more specific to our operations. The occurrence of the events described and the achievement of the expected results depend on many events, some or all of which are not predictable or within our control. Actual results may differ materially from the forward-looking statements contained in this prospectus. Factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements include:

- risks associated with our substantial indebtedness and debt service;
- changes in prices and availability of resin and other raw materials and our ability to pass on changes in raw material prices on a timely basis;
- risks of competition, including foreign competition, in our existing and future markets;
- risks related to our acquisition strategy and integration of acquired businesses;
- reliance on unpatented proprietary know-how and trade secrets;
- increases in the cost of compliance with laws and regulations, including environmental laws and regulations;
- catastrophic loss of one of our key manufacturing facilities;
- increases in the amounts we are required to contribute to our pension plans;
- our ownership structure following the Acquisition;
- reduction in net worth; and
- the other factors discussed in the section of this prospectus titled “Risk Factors.”

We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus may not in fact occur. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

TERMS USED IN THIS PROSPECTUS

Unless otherwise indicated, in this prospectus:

- the term “Holdings” refers to Berry Plastics Holding Corporation (f/k/a BPC Holding Corporation), the parent company of Berry Plastics Corporation;
- the terms “we,” “us” and the “Company” refer to Holdings and its predecessors and consolidated subsidiaries, which are being acquired pursuant to the Acquisition;
- the term “BPC Holding Corporation” refers to Berry Plastics Holding Corporation prior to the consummation of the Acquisition and before it changed its name to Berry Plastics Holding Corporation;
- the term “Berry Plastics Group” refers to Berry Plastics Group, Inc., a Delaware corporation;
- the term “Merger Sub” refers to BPC Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Berry Plastics Group which merged with and into BPC Holding Corporation pursuant to the Merger Agreement;
- the term “Apollo” refers to Apollo Management, L.P. and its affiliates;
- the term “Graham Partners” refers to Graham Partners, Inc. and its affiliates;
- the term “Sponsors” refers to Apollo and Graham Partners;
- the term “guarantors” refers to each of the existing and future domestic subsidiaries of Holdings that will guarantee the notes;
- the term “outstanding notes” refers to the $8^7/_8$% Second Priority Senior Secured Fixed Rate Notes due 2014 and the Second Priority Senior Secured Floating Rate Notes due 2014 which we issued previously without registration under the Securities Act.
- the term “exchange notes” refers to $8^7/_8$% Second Priority Senior Secured Fixed Rate Notes due 2014 and the Second Priority Senior Secured Floating Rate Notes due 2014 that are registered under the Securities Act of 1933, and which we are hereby offering to exchange for the outstanding notes;
- the term “fixed rate notes” refers to the portion of the exchange notes comprised of the $8^7/_8$% Second Priority Senior Secured Fixed Rate Notes due 2014;
- the term “floating rate notes” refers to the portion of the exchange notes comprised of the Second Priority Senior Secured Floating Rate Notes due 2014;
- the term “Goldman” refers to The Goldman Sachs Group, Inc. and its affiliates;
- the term “notes” refers to the outstanding notes and the exchange notes;
- the term “PE” refers to polyethylene;
- the term “PET” refers to polyethylene terephthalate;

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- the term “PP” refers to polypropylene;
- the term “HDPE” refers to high density polyethylene; and
- the term “LDPE” refers to low density polyethylene.

Our fiscal years are 52- or 53-week periods ending generally on the Saturday closest to December 31. All references herein to “fiscal 2005,” “fiscal 2004,” and “fiscal 2003” relate to the fiscal years ended December 31, 2005, January 1, 2005, and December 27, 2003, respectively.

RISK FACTORS

Investing in the notes involves a high degree of risk. You should carefully consider the following risk factors and all other information contained and incorporated by reference in this prospectus, including our financial statements and the related notes, before deciding to participate in the exchange offer. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, financial condition or results of operations. If any of the following risks materialize, our business, financial condition or results of operations could be materially and adversely affected. In that case, you may lose some or all of your investment.

Risks Related to our Exchange Notes and the Exchange Offer

If you fail to exchange your outstanding notes, they will continue to be restricted securities and may become less liquid.

Outstanding notes that you do not tender or that we do not accept will, following the exchange offer, continue to be restricted securities, and you may not offer to sell them except under an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We will issue the exchange notes in exchange for the outstanding notes in the exchange offer only following the satisfaction of the procedures and conditions set forth in "The Exchange Offer Procedures for Tendering Outstanding Notes." Such procedures and conditions include timely receipt by the exchange agent of such outstanding notes and of a properly completed and duly executed letter of transmittal. Because we anticipate that most holders of the outstanding notes will elect to exchange their outstanding notes, we expect that the liquidity of the market for the outstanding notes remaining after the completion of the exchange offer will be substantially limited. Any outstanding notes tendered and exchanged in the exchange offer will reduce the aggregate principal amount at maturity of the outstanding notes. Further, following the exchange offer, if you did not tender your outstanding notes, you generally will not have any further registration rights, and such outstanding notes will continue to be subject to certain transfer restrictions.

You may find it difficult to sell your exchange notes because there is no existing trading market for the exchange notes.

The exchange notes are being offered to the holders of the outstanding notes. The outstanding notes were issued on September 20, 2006, primarily to a small number of institutional investors. There is no existing trading market for the exchange notes and there can be no assurance regarding the future development of a market for the exchange notes, or the ability of the holders of the exchange notes to sell their exchange notes or the price at which such holders may be able to sell their exchange notes. If such a market were to develop, the exchange notes could trade at prices that may be higher or lower than the initial offering price of the outstanding notes depending on many factors, including prevailing interest rates, our financial position, operating results and the market for similar securities. We do not intend to apply for listing or quotation of the exchange notes on any exchange and we do not know the extent to which investor interest will lead to the development of a trading market or how liquid that market might be. The initial purchasers of the outstanding notes are not obligated to make a market in the exchange notes, and any market-making may be discontinued at any time

without notice. Therefore, there can be no assurance as to the liquidity of any trading market for the exchange notes or that an active market for the exchange notes will develop. As a result, the market price of the exchange notes, as well as your ability to sell the exchange notes, could be adversely affected.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of such securities. There can be no assurance that the market for the exchange notes will not be subject to similar disruptions. Any such disruptions may have an adverse effect on holders of the exchange notes.

Broker-dealers may become subject to the registration and prospectus delivery requirements of the Securities Act and any profit on the resale of the exchange notes may be deemed to be underwriting compensation under the Securities Act.

Any broker-dealer that acquires exchange notes in the exchange offer for its own account in exchange for outstanding notes which it acquired through market-making or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction by that broker-dealer. Any profit on the resale of the exchange notes and any commission or concessions received by a broker-dealer may be deemed to be underwriting compensation under the Securities Act.

You may not receive the exchange notes in the exchange offer if the exchange offer procedures are not properly followed.

We will issue the exchange notes in exchange for your outstanding notes only if you properly tender the outstanding notes before expiration of the exchange offer. Neither we nor the exchange agent are under any duty to give notification of defects or irregularities with respect to the tenders of the outstanding notes for exchange. If you are the beneficial holder of outstanding notes that are held through your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender such notes in the exchange offer, you should promptly contact the person through whom your outstanding notes are held and instruct that person to tender on your behalf.

Our substantial indebtedness could affect our ability to meet our obligations under the exchange notes and may otherwise restrict our activities.

We have a significant amount of indebtedness. On September 20, 2006, we had a total indebtedness of $1,895.4 million (of which $750.0 million consists of outstanding notes) and we would have been able to borrow a further $165.1 million under the revolving portion of our senior secured credit facilities. We are permitted by the terms of the exchange notes and our other debt instruments to incur substantial additional indebtedness, subject to the restrictions therein. Our inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our obligations on commercially reasonable terms, would have a material adverse effect on our business, financial condition and results of operations.

Our substantial indebtedness could have important consequences to you. For example, it could:

- make it more difficult for us to satisfy our obligations under our indebtedness, including the exchange notes;

· limit our ability to borrow money for our working capital, capital expenditures, debt service requirements or other corporate purposes;

· require us to dedicate a substantial portion of our cash flow to payments on our indebtedness, which would reduce the amount of cash flow available to fund working capital, capital expenditures, product development and other corporate requirements;

· increase our vulnerability to general adverse economic and industry conditions;

· limit our ability to respond to business opportunities; and

· subject us to financial and other restrictive covenants, which, if we fail to comply with these covenants and our failure is not waived or cured, could result in an event of default under our debt.

Despite our substantial indebtedness, we and our subsidiaries may still be able to incur significantly more debt. This could intensify the risks described above.

The terms of the Indentures governing the exchange notes and the senior subordinated notes and the terms of our senior secured credit facilities will contain restrictions on our and our subsidiaries' ability to incur additional indebtedness, including senior secured indebtedness that will be effectively senior to the exchange notes to the extent of the assets securing such indebtedness. However, these restrictions will be subject to a number of important qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. Accordingly, we or our subsidiaries could incur significant additional indebtedness in the future, much of which could constitute secured or senior indebtedness. As of September 20, 2006, we had $165.1 million available for additional borrowing under the revolving credit facility, all of which is secured. In addition to the exchange notes, the senior subordinated notes and our borrowings under the senior secured credit facilities, the covenants under any other existing or future debt instruments could allow us to borrow a significant amount of additional indebtedness. The more leveraged we become, the more we, and in turn our security holders, become exposed to the risks described above under "— Our substantial indebtedness could affect our ability to meet our obligations under the exchange notes and may otherwise restrict our activities."

We may not be able to generate sufficient cash to service all of our indebtedness, including the exchange notes, and may be forced to take other actions to satisfy our obligations under our indebtedness that may not be successful.

Our ability to pay principal and interest on the exchange notes and to satisfy our other debt obligations will depend upon, among other things:

· our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond our control; and

· the future availability of borrowings under our senior secured credit facilities, which depends on, among other things, our complying with the covenants in our senior secured credit facilities.

We cannot assure you that our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our senior secured credit

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facilities or otherwise, in an amount sufficient to fund our liquidity needs, including the payment of principal and interest on the exchange notes. See “Forward-Looking Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources Following the Acquisition.”

If our cash flows and capital resources are insufficient to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness, including the exchange notes. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements, including our senior secured credit facilities and the Indentures governing the exchange notes and the senior subordinated notes, may restrict us from adopting some of these alternatives. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions for fair market value or at all. Furthermore, any proceeds that we could realize from any such dispositions may not be adequate to meet our debt service obligations then due.

Repayment of our debt, including the exchange notes, is dependent on cash flow generated by our subsidiaries.

Our subsidiaries own a significant portion of our assets and conduct a significant portion of our operations. Accordingly, repayment of our indebtedness, including the exchange notes, is dependent, to a significant extent, on the generation of cash flow by our subsidiaries and (if they are not guarantors of the exchange notes) their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the exchange notes, our subsidiaries do not have any obligation to pay amounts due on the exchange notes or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the exchange notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the Indenture governing the exchange notes limits the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In the event that we do not receive distributions from our non-guarantor subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the exchange notes.

The collateral securing the exchange notes is subject to control by creditors with first priority liens. If there is a default, the value of the collateral may not be sufficient to repay both the first priority creditors and the holders of the exchange notes.

The exchange notes will be secured on a second priority basis by substantially all of the collateral securing our senior secured credit facilities on a first priority basis. In addition, under the terms of the Indenture governing the exchange notes, we will be permitted in the future to incur additional indebtedness and other obligations that may share in the second priority liens on the collateral securing the exchange notes, and in certain circumstances, in the first priority liens on the collateral securing our senior secured credit facilities.

The holders of obligations secured by the first priority liens on the collateral will be entitled to receive proceeds from any realization of the collateral to repay their obligations in full before the holders of the exchange notes and other obligations secured by second priority liens will be entitled to any recovery from the collateral. We cannot assure you that, in the event of a foreclosure, the proceeds from the sale

of all of such collateral would be sufficient to satisfy the amounts outstanding under the exchange notes and other obligations secured by the second priority liens, if any, after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds were not sufficient to repay amounts outstanding under the exchange notes, then holders of the exchange notes (to the extent not repaid from the proceeds of the sale of the collateral) would only have an unsecured claim against our remaining assets, which claim will rank equal in priority to the unsecured claims with respect to any unsatisfied portion of the obligations secured by the first priority liens and our other unsecured senior indebtedness. On September 20, 2006, the aggregate amount of senior secured indebtedness outstanding and constituting first priority lien obligations was approximately $720.4 million (excluding $165.1 million borrowing availability under the revolving credit facility). Under the Indenture governing the exchange notes, we could also incur additional indebtedness secured by first priority liens and second priority liens so long as such first and second priority liens are securing indebtedness permitted to be incurred by the covenants described under "Description of the Exchange Notes" and certain other conditions are met. Our ability to designate future debt as either first priority secured or second priority secured and, in either event, to enable the holders thereof to share in the collateral on either a priority basis or a pari passu basis with holders of the exchange notes and our senior secured credit facilities, may have the effect of diluting the ratio of the value of such collateral to the aggregate amount of the obligations secured by the collateral.

It may be difficult to realize the value of the collateral securing the exchange notes.

The collateral securing the exchange notes will be subject to any and all exceptions, defects, encumbrances, liens and other imperfections as may be accepted by the trustee for the exchange notes and any other creditors that also have the benefit of first liens on the collateral securing the exchange notes from time to time, whether on or after the date the exchange notes are issued. The initial purchasers have neither analyzed the effect of, nor participated in any negotiations relating to such exceptions, defects, encumbrances, liens and other imperfections. The existence of any such exceptions, defects, encumbrances, liens and other imperfections could adversely affect the value of the collateral securing the exchange notes as well as the ability of the collateral agent, to realize or foreclose on such collateral.

The collateral securing the exchange notes does not include all of our or the guarantors' assets. In particular, the collateral does not include (i) any property or assets owned by our foreign subsidiaries and two of our domestic subsidiaries, (ii) any license, contract or agreement, if and only for so long as the grant of a security interest under the security documents relating to the exchange notes would result in a breach or default under, or abandonment, invalidation or unenforceability of, such license, contract or agreement, (iii) any securities or other equity interests of our subsidiaries (including all guarantor subsidiaries), (iv) any vehicle, (v) any bank accounts, securities accounts or cash, (vi) real property held by us or any of our subsidiaries as a lessee under a lease, and (vii) certain other exceptions described in such security documents. No appraisals of any collateral have been prepared in connection with this offering. The value of the collateral at any time will depend on market and other economic conditions, including the availability of suitable buyers. By their nature, some or all of the pledged assets may be illiquid and may have no readily ascertainable market value. We cannot assure you that the fair market value of the collateral as of the date of this prospectus exceeds the principal amount of the debt secured thereby. The value of the assets pledged as collateral for the exchange notes could be impaired in the future as a result of changing economic conditions, our failure to implement our business strategy, competition and other future trends. In the event that a bankruptcy case is commenced by or against us, if the value of the collateral is less than the amount of principal and accrued and unpaid interest on the exchange notes and all other senior secured obligations, interest may cease to accrue on the exchange notes from and after the date the bankruptcy petition is filed.

The security interest of the collateral agent will be subject to practical problems generally associated with the realization of security interests in collateral. For example, the collateral agent may need to obtain the consent of a third party to obtain or enforce a security interest in a contract. We cannot assure you that the collateral agent will be able to obtain any such consent. We also cannot assure you that the consents of any third parties will be given when required to facilitate a foreclosure on such assets. Accordingly, the collateral agent may not have the ability to foreclose upon those assets and the value of the collateral may significantly decrease.

The lien-ranking provisions set forth in the Indenture governing the exchange notes and the intercreditor agreement will substantially limit the rights of the holders of the exchange notes with respect to the collateral securing the exchange notes.

The rights of the holders of the exchange notes with respect to the collateral securing the exchange notes will be substantially limited pursuant to the terms of the lien-ranking provisions set forth in the Indenture governing the exchange notes and the intercreditor agreement. Under those lien-ranking provisions, at any time that obligations that have the benefit of the first priority liens are outstanding, any actions that may be taken in respect of the collateral, including the ability to cause the commencement of enforcement proceedings against the collateral and to control the conduct of such proceedings, and the approval of amendments to, releases of collateral from the lien of, and waivers of past defaults under, the collateral documents, will be at the direction of the holders of the obligations secured by the first priority liens. The trustee, on behalf of the holders of the exchange notes, will not have the ability to control or direct such actions, even if the rights of the holders of the exchange notes are adversely affected. Additional releases of collateral from the second priority lien securing the exchange notes are permitted under some circumstances. The holders will also waive certain rights normally accruing to secured creditors in a bankruptcy. See "Description of the Exchange Notes—Security for the Exchange Notes."

Your rights in the collateral may be adversely affected by the failure to perfect security interests in collateral.

Applicable law provides that a security interest in certain tangible and intangible assets can only be properly perfected and its priority retained through certain actions undertaken by the secured party. The liens in the collateral securing the exchange notes may not be perfected with respect to the claims of the exchange notes if the collateral agent is not able to take the actions necessary to perfect any of these liens on or prior to the date of the Indenture governing the exchange notes. There can be no assurance that the lenders under our senior secured credit facilities will have taken all actions necessary to create properly perfected security interests in the collateral securing the exchange notes, which, as a result of the intercreditor agreement, may result in the loss of the priority of the security interest in favor of the holders of exchange notes to which they would have been entitled as a result of such non-perfection. In addition, applicable law provides that certain property and rights acquired after the grant of a general security interest, such as real property, equipment subject to a certificate and certain proceeds, can only be perfected at the time such property and rights are acquired and identified. We and our guarantors have limited obligations to perfect the security interest of the holders of exchange notes in specified collateral. There can be no assurance that the trustee, as collateral agent for the exchange notes, will monitor, or that we will inform the trustee of, the future acquisition of property and rights that constitute collateral, and that the necessary action will be taken to properly perfect the security interest in such after-acquired collateral. The collateral agent for the exchange notes has no obligation to monitor the acquisition of additional property or rights that constitute collateral or the perfection of any security interest. Such failure may result in the loss of the security interest in the collateral or the priority of the security interest in favor of the exchange notes against third parties.

Bankruptcy laws may limit your ability to realize value from the collateral.

The right of the collateral agent to repossess and dispose of the collateral upon the occurrence of an event of default under the Indenture governing the exchange notes is likely to be significantly impaired by applicable bankruptcy law if a bankruptcy case were to be commenced by or against us before the collateral agent repossessed and disposed of the collateral. Upon the commencement of a case under the bankruptcy code, a secured creditor such as the collateral agent is prohibited from repossessing its security from a debtor in a bankruptcy case, or from disposing of security repossessed from such debtor, without bankruptcy court approval, which may not be given. Moreover, the bankruptcy code permits the debtor to continue to retain and use collateral even though the debtor is in default under the applicable debt instruments, provided that the secured creditor is given “adequate protection.” The meaning of the term “adequate protection” may vary according to circumstances, but it is intended in general to protect the value of the secured creditor’s interest in the collateral as of the commencement of the bankruptcy case and may include cash payments or the granting of additional security if and at such times as the bankruptcy court in its discretion determines that the value of the secured creditor’s interest in the collateral is declining during the pendency of the bankruptcy case. A bankruptcy court may determine that a secured creditor may not require compensation for a diminution in the value of its collateral if the value of the collateral exceeds the debt it secures.

In view of the lack of a precise definition of the term “adequate protection” and the broad discretionary power of a bankruptcy court, it is impossible to predict:

- how long payments under the exchange notes could be delayed following commencement of a bankruptcy case;
- whether or when the collateral agent could repossess or dispose of the collateral;
- the value of the collateral at the time of the bankruptcy petition; or
- whether or to what extent holders of the exchange notes would be compensated for any delay in payment or loss of value of the collateral through the requirement of “adequate protection.”

In addition, the intercreditor agreement provides that, in the event of a bankruptcy, the trustee, as the collateral agent for the exchange notes, may not object to a number of important matters following the filing of a bankruptcy petition so long as any first lien debt is outstanding. After such a filing, the value of the collateral securing the exchange notes could materially deteriorate and you would be unable to raise an objection. The right of the holders of obligations secured by first priority liens on the collateral to foreclose upon and sell the collateral upon the occurrence of an event of default also would be subject to limitations under applicable bankruptcy laws if we or any of our subsidiaries become subject to a bankruptcy proceeding.

Any disposition of the collateral during a bankruptcy case would also require permission from the bankruptcy court. Furthermore, in the event a bankruptcy court determines the value of the collateral is not sufficient to repay all amounts due on first priority lien debt and, thereafter, the exchange notes, the holders of the exchange notes would hold a secured claim to the extent of the value of the collateral to which the holders of the exchange notes are entitled and unsecured claims with respect to such shortfall. The bankruptcy code only permits the payment and accrual of post-petition interest, costs and attorney’s fees to a secured creditor during a debtor’s bankruptcy case to the extent the value of its collateral is determined by the bankruptcy court to exceed the aggregate outstanding principal amount of the obligations secured by the collateral.

Any future pledge of collateral might be avoidable in bankruptcy.

Any future pledge of collateral in favor of the collateral agent for the exchange notes, including pursuant to security documents delivered after the date of the Indenture governing the exchange notes, might be avoidable by the pledgor (as debtor in possession) or by its trustee in bankruptcy if certain events or circumstances exist or occur, including, among others, if the pledgor is insolvent at the time of the pledge, the pledge permits the holders of the exchange notes to receive a greater recovery than if the pledge had not been given and a bankruptcy proceeding in respect of the pledgor is commenced within 90 days following the pledge, or, in certain circumstances, a longer period.

If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the exchange notes.

Any default under the agreements governing our indebtedness, including a default under our senior secured credit facilities that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness could prohibit us from making payments of principal, premium, if any, or interest on the exchange notes and could substantially decrease the market value of the exchange notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, or interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness (including our senior secured credit facilities), we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest. More specifically, the lenders under the revolving credit facility could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to seek waivers from the required lenders under our senior secured credit facilities to avoid being in default. If we breach our covenants under our senior secured credit facilities and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our senior secured credit facilities, the lenders could exercise their rights as described above, and we could be forced into bankruptcy or liquidation. See “Description of Other Indebtedness” and “Description of the Exchange Notes.”

The exchange notes will be structurally subordinated to all liabilities of our non-guarantor subsidiaries.

The exchange notes are structurally subordinated to the indebtedness and other liabilities of our subsidiaries that are not guaranteeing the exchange notes, which include two of our domestic subsidiaries and all of our non-U.S. subsidiaries. These non-guarantor subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any amounts due pursuant to the exchange notes, or to make any funds available therefor, whether by dividends, loans, distributions or other payments. In fiscal 2005, the subsidiaries that are not guaranteeing the exchange notes had net sales of $27.3 million and held $56.0 million of our total assets. Any right that we or the subsidiary guarantors have to receive any assets of any of the non-guarantor subsidiaries upon the liquidation or reorganization of those subsidiaries, and the consequent rights of holders of exchange notes to realize proceeds from the sale of any of those subsidiaries' assets, will be effectively subordinated to the claims of those subsidiaries' creditors, including trade creditors and holders of preferred equity interests of those subsidiaries. Accordingly, in the event of a bankruptcy, liquidation or reorganization of any of our non-guarantor subsidiaries, these non-guarantor subsidiaries will pay the holders of their debts, holders of preferred equity interests and their trade creditors before they will be able to distribute any of their assets to us.

Federal and state fraudulent transfer laws permit a court, under certain circumstances, to void the exchange notes and the guarantees of the exchange notes, and, if that occurs, you may not receive any payments on the exchange notes.

The issuance of the exchange notes and the guarantees of the exchange notes may be subject to review under federal and state fraudulent transfer and conveyance statutes if a bankruptcy, liquidation or reorganization case or a lawsuit, including under circumstances in which bankruptcy is not involved, were commenced at some future date by us, by the exchange Note Guarantors or on behalf of our unpaid creditors or the unpaid creditors of an exchange Note Guarantor. While the relevant laws may vary from state to state, under such laws the payment of consideration in the Acquisition, including the proceeds from the issuance of the exchange notes will generally be a fraudulent conveyance if (i) the consideration was paid with the intent of hindering, delaying or defrauding creditors or (ii) we or any of our subsidiary exchange Note Guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for issuing either the exchange notes or an exchange note guarantee, and, in the case of (ii) only, one of the following is also true:

· we or any of our subsidiary exchange Note Guarantors were or was insolvent or rendered insolvent by reason of issuing the exchange notes or the exchange note guarantees;

· payment of the consideration left us or any of our subsidiary exchange Note Guarantors with an unreasonably small amount of capital to carry on the business; or

· we or any of our subsidiary exchange Note Guarantors intended to, or believed that we or it would, incur debts beyond our or its ability to pay as they mature.

If a court were to find that the issuance of the exchange notes or an exchange note guarantee was a fraudulent conveyance, the court could void the payment obligations under the exchange notes or such exchange note guarantee or further subordinate the exchange notes or such exchange note guarantee to presently existing and future indebtedness of ours or such subsidiary exchange Note Guarantor, or require the holders of the exchange notes to repay any amounts received with respect to the exchange notes or such exchange note guarantee. In the event of a finding that a fraudulent conveyance occurred, you may not receive any repayment on the exchange notes. Further, the voidance of the exchange notes could result in an event of default with respect to our other debt and that of our subsidiary exchange Note Guarantors that could result in acceleration of such debt.

The measures of insolvency for purposes of fraudulent conveyance laws vary depending upon the law of the jurisdiction that is being applied. Generally, an entity would be considered insolvent if, at the time it incurred indebtedness:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts and liabilities, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

We cannot be certain as to the standards a court would use to determine whether or not we or the subsidiary guarantors were solvent at the relevant time, or regardless of the standard used, that the issuance of the exchange notes and the guarantees would not be subordinated to our or any subsidiary guarantor's other debt.

If the exchange note guarantees were legally challenged, any exchange note guarantee could also be subject to the claim that, since the exchange note guarantee was incurred for our benefit, and only indirectly for the benefit of the subsidiary exchange Note Guarantor, the obligations of the applicable subsidiary exchange Note Guarantor were incurred for less than fair consideration. A court could thus void the obligations under the exchange note guarantees, subordinate them to the applicable subsidiary exchange Note Guarantor's other debt or take other action detrimental to the holders of the exchange notes.

Because each exchange Note Guarantor's liability under its exchange note guarantees may be reduced to zero, avoided or released under certain circumstances, you may not receive any payments from some or all of the exchange Note Guarantors.

You have the benefit of the exchange note guarantees of the exchange Note Guarantors. However, the exchange note guarantees by the exchange Note Guarantors are limited to the maximum amount that the exchange Note Guarantors are permitted to guarantee under applicable law. As a result, an exchange Note Guarantor's liability under its exchange note guarantee could be reduced to zero, depending on the amount of other obligations of such exchange Note Guarantor. Further, under the circumstances discussed more fully above, a court under Federal or state fraudulent conveyance and transfer statutes could void the obligations under an exchange note guarantee or further subordinate it to all other obligations of the exchange Note Guarantor. In addition, you will lose the benefit of a particular exchange note guarantee if it is released under certain circumstances described under "Description of the Exchange Notes—Exchange Note Guarantees."

The terms of our senior secured credit facilities and the Indentures governing the exchange notes and the senior subordinated notes may restrict our current and future operations, particularly our ability to respond to changes in our business or to take certain actions.

Our senior secured credit facilities and the Indentures governing the exchange notes and the senior subordinated notes will contain, and any future indebtedness of ours would likely contain, a number of restrictive covenants that will impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

- incur or guarantee additional debt;
- pay dividends and make other restricted payments;
- create or incur certain liens;
- make certain investments;
- engage in sales of assets and subsidiary stock;
- enter into transactions with affiliates;
- transfer all or substantially all of our assets or enter into merger or consolidation transactions; and
- make capital expenditures.

In addition, our senior secured credit facilities will require us to maintain a maximum total net first lien leverage ratio. As a result of these covenants, we will be limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs.

A failure to comply with the covenants contained in our senior secured credit facilities, the Indentures governing the exchange notes and the senior subordinated notes or any other existing indebtedness could result in an event of default under our senior secured credit facilities, the Indentures governing the exchange notes and the senior subordinated notes or any other existing agreements, which, if not cured or waived, could have a material adverse affect on our business, financial condition and results of operations. In the event of any default under our senior secured credit facilities, the Indentures governing the exchange notes and senior subordinated notes or any other indebtedness, the lenders thereunder:

- will not be required to lend any additional amounts to us;
- could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable;
- may have the ability to require us to apply all of our available cash to repay these borrowings; or
- may prevent us from making debt service payments under our other agreements, including the Indenture governing the exchange notes, any of which could result in an event of default under the exchange notes.

If the indebtedness under our senior secured credit facilities or our other indebtedness, including the exchange notes, were to be accelerated, there can be no assurance that our assets would be sufficient to repay such indebtedness in full. See “Description of Other Indebtedness” and “Description of the Exchange Notes.”

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We may not be able to repurchase the exchange notes upon a change of control.

Upon a change of control as defined in the Indenture governing the exchange notes, we will be required to make an offer to repurchase all outstanding exchange notes at 101% of their principal amount and an offer to repurchase all outstanding senior subordinated notes at 101% of their principal amount, in each case plus accrued and unpaid interest, unless we have previously given notice of our intention to exercise our right to redeem the exchange notes. We may not have sufficient financial resources to purchase all of the exchange notes that are tendered upon a change of control offer or, if then permitted under the Indenture governing the exchange notes, to redeem the exchange notes. A failure to make the applicable change of control offer or to pay the applicable change of control purchase price when due would result in a default under each of the Indentures. The occurrence of a change of control would also constitute an event of default under our senior secured credit facilities and may constitute an event of default under the terms of our other indebtedness. The terms of the loan and security agreement governing our senior secured credit facilities limit our right to purchase or redeem certain indebtedness. In the event any purchase or redemption is prohibited, we may seek to obtain waivers from the required lenders under our senior secured credit facilities to permit the required repurchase or redemption, but the required lenders have no obligation to grant, and may refuse to grant such a waiver. A change of control is defined in the Indenture governing the exchange notes and would not include all transactions that could involve a change of control of our day-to-day operations, including a transaction involving the Management Group as defined in the Indenture governing the exchange notes. See "Description of the Exchange Notes—Change of Control."

There may be no active trading market for the exchange notes, and if one develops, it may not be liquid.

The exchange notes constitute a new issue of securities for which there is no established trading market. We do not intend to list the exchange notes on any national securities exchange or to seek the admission of the exchange notes for quotation through the National Association of Securities Dealers Automated Quotation System. Although the initial purchasers have advised us that they currently intend to make a market in the exchange notes, they are not obligated to do so and may discontinue such market making activity at any time without notice. In addition, market-making activity will be subject to the limits imposed by the Securities Act and the Securities Exchange Act of 1934, as amended, or the Exchange Act, and may be limited during the exchange offer and the pendency of any shelf registration statement. Although we expect that the notes will be eligible for trading in PORTAL, there can be no assurance as to the development or liquidity of any market for the exchange notes, the ability of the holders of the exchange notes to sell their exchange notes or the price at which the holders would be able to sell their exchange notes. Future trading prices of the exchange notes will depend on many factors, including:

- our operating performance and financial condition;
- our ability to complete this offer to exchange the outstanding notes for the exchange notes;
- the interest of securities dealers in making a market; and
- the market for similar securities.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the exchange notes

offered hereby. The market for the exchange notes, if any, may be subject to similar disruptions. Any such disruptions may adversely affect the value of your exchange notes.

RISKS RELATED TO OUR BUSINESS

Increases in resin prices or a shortage of available resin could harm our financial condition and results of operations.

To produce our products, we use large quantities of plastic resins, which accounted for 41% of our cost of goods sold in fiscal 2005. Plastic resins are subject to price fluctuations, including those arising from supply shortages and changes in the prices of natural gas, crude oil and other petrochemical intermediates from which resins are produced. Over the past several years, we have at times experienced rapidly increasing resin prices. If rapid increases in resin prices continue, our revenue and profitability may be materially and adversely affected, both in the short-term as we attempt to pass through changes in the price of resin to customers under current agreements and in the long-term as we negotiate new agreements or if our customers seek product substitution.

While customers representing more than 60% of our net sales are subject to contractual price escalators and de-escalators tied to resin prices, and while historically, we have generally been able to pass on a significant portion of the increases in resin prices to our customers over a period of time, there have nonetheless been negative short-term impacts to our financial performance. Certain of our customers (currently accounting for fewer than 10% of our net sales) purchase our products pursuant to arrangements that exhibit fixed-price characteristics in respect of which we have at times and may continue to enter into hedging or similar arrangements, although such hedging arrangements may not always be available. In the future, we may not be able to pass on substantially all of the increases in resin prices to our customers on a timely basis, if at all, which may have a material adverse effect on our competitive position and financial performance.

We source plastic resin primarily from major industry suppliers such as Basell, Chevron, Dow, Exxon, Mobil, Huntsman, Lyondell, Nova, Sunoco and Total. We have long-standing relationships with certain of these suppliers but have not entered into a firm supply contract with any of them. We may not be able to arrange for other sources of resin in the event of an industry-wide general shortage of resins used by us, or a shortage or discontinuation of certain types of grades of resin purchased from one or more of our suppliers. Any such shortage may materially negatively impact our competitive position versus companies that are able to better or more cheaply source resin.

We plan to pursue opportunities to purchase resin jointly with other Apollo portfolio companies. While we anticipate that these joint-purchasing opportunities should generate benefits in terms of our ability to manage our material, we cannot assure you that we will be able to execute such arrangements effectively or that we will realize any or all of the anticipated benefits from them.

We may not be able to compete successfully and our customers may not continue to purchase our products.

We face intense competition in the sale of our products and compete with multiple companies in each of our product lines. We compete on the basis of a number of considerations, including price, service, quality, product characteristics and the ability to supply products to customers in a timely manner. Our products also compete with metal, glass, paper and other packaging materials as well as plastic packaging materials made through different manufacturing processes. Some of these competitive products are not subject to the impact of changes in resin prices which may have a significant and negative impact on our competitive position versus substitute products. Our competitors may have financial and other resources that are substantially greater than ours and may be better able than us to withstand price competition. In addition, some of our customers do and could in the future choose to manufacture the products they require for themselves. Each of our product lines faces a different competitive landscape. Competition could result in our products losing market share or our having to reduce our prices, either of which would have a material adverse effect on our business and results of operations and financial condition. In addition, since we do not have long-term arrangements with many of our customers these competitive factors could cause our customers to shift suppliers and/or packaging material quickly.

We may pursue and execute acquisitions, which could adversely affect our business.

As part of our growth strategy, we plan to consider the acquisition of other companies, assets and product lines that either complement or expand our existing business and create economic value. We cannot assure you that we will be able to consummate any such transactions or that any future acquisitions will be consummated at acceptable prices and terms. We continually evaluate potential acquisition opportunities in the ordinary course of business, including those that could be material in size and scope. Acquisitions involve a number of special risks, including:

· the diversion of management’s attention to the assimilation of the acquired companies and their employees and on the management of expanding operations;

· the incorporation of acquired products into our product line;

· the increasing demands on our operational systems;

· possible adverse effects on our reported operating results, particularly during the first several reporting periods after such acquisitions are completed; and

· the loss of key employees and the difficulty of presenting a unified corporate image.

We may become responsible for unexpected liabilities that we failed or were unable to discover in the course of performing due diligence in connection with historical acquisitions and any future acquisitions. We have typically required selling stockholders to indemnify us against certain undisclosed liabilities. However, we cannot assure you that indemnification rights we have obtained, or will in the future obtain, will be enforceable, collectible or sufficient in amount, scope or duration to fully offset the possible liabilities associated with the business or property acquired. Any of these liabilities, individually or in the aggregate, could have a material adverse effect on our business, financial condition and results of operations.

In addition, we may not be able to successfully integrate future acquisitions without substantial costs, delays or other problems. The costs of such integration could have a material adverse effect on our operating results and financial condition. In addition, although we conduct what we believe to be a prudent level of investigation regarding the businesses we purchase, in light of the circumstances of each transaction, an unavoidable level of risk remains regarding the actual condition of these businesses. Until we actually assume operating control of such business assets and their operations, we may not be able to ascertain the actual value or understand the potential liabilities of the acquired entities and their operations.

We may not be successful in protecting our intellectual property rights, including our unpatented proprietary know-how and trade secrets, or in avoiding claims that we infringed on the intellectual property rights of others.

In addition to relying on patent and trademark rights, we rely on unpatented proprietary know-how and trade secrets, and employ various methods, including confidentiality agreements with employees and consultants, to protect our know-how and trade secrets. However, these methods and our patents and trademarks may not afford complete protection and there can be no assurance that others will not independently develop the know-how and trade secrets or develop better production methods than us. Further, we may not be able to deter current and former employees, contractors and other parties from breaching confidentiality agreements and misappropriating proprietary information and it is possible that third parties may copy or otherwise obtain and use our information and proprietary technology without authorization or otherwise infringe on our intellectual property rights. Additionally, we have licensed, and may license in the future, patents, trademarks, trade secrets, and similar proprietary rights to third parties. While we attempt to ensure that our intellectual property and similar proprietary rights are protected when entering into business relationships, third parties may take actions that could materially and adversely affect our rights or the value of our intellectual property, similar proprietary rights or reputation. In the future, we may also rely on litigation to enforce our intellectual property rights and contractual rights, and, if not successful, we may not be able to protect the value of our intellectual property. Any litigation could be protracted and costly and could have a material adverse effect on our business and results of operations regardless of its outcome.

Our success depends in part on our ability to obtain, or license from third parties, patents, trademarks, trade secrets and similar proprietary rights without infringing on the proprietary rights of third parties. Although we believe our intellectual property rights are sufficient to allow us to conduct our business without incurring liability to third parties, our products may infringe on the intellectual property rights of such persons. Furthermore, no assurance can be given that we will not be subject to claims asserting the infringement of the intellectual property rights of third parties seeking damages, the payment of royalties or licensing fees and/or injunctions against the sale of our products. Any such litigation could be protracted and costly and could have a material adverse effect on our business and results of operations.

Current and future environmental and other governmental requirements could adversely affect our financial condition and our ability to conduct our business.

Our operations are subject to federal, state, local and foreign environmental laws and regulations that impose limitations on the discharge of pollutants into the air and water and establish standards for the treatment, storage and disposal of solid and hazardous wastes and require clean up of contaminated sites. While we have not been required historically to make significant capital expenditures in order to comply with applicable environmental laws and regulations, we cannot predict with any certainty our future capital expenditure requirements because of continually changing compliance standards and environmental technology. Furthermore, violations or contaminated sites that we do not know about (including contamination caused by prior owners and operators of such sites) (or newly discovered information) could result in additional compliance or remediation costs or other liabilities, which could be material. We have limited insurance coverage for potential environmental liabilities associated with historic and current operations and we do not anticipate increasing such coverage in the future. We may also assume significant environmental liabilities in acquisitions. In addition, federal, state, local and foreign governments could enact laws or regulations concerning environmental matters that increase the cost of producing, or otherwise adversely affect the demand for, plastic products. Legislation that would prohibit, tax or restrict the sale or use of certain types of plastic and other containers, and would require diversion of solid wastes such as packaging materials from disposal in landfills, has been or may be introduced in the U.S. Congress, in state legislatures and other legislative bodies. While container legislation has been adopted in a few jurisdictions, similar legislation has been defeated in public referenda in several states, local elections and many state and local legislative sessions. Although we believe that the laws promulgated to date have not had a material adverse effect on us, there can be no assurance that future legislation or regulation would not have a material adverse effect on us. Furthermore, a decline in consumer preference for plastic products due to environmental considerations could have a negative effect on our business.

The Food and Drug Administration ("FDA") regulates the material content of direct-contact food and drug packages we manufacture pursuant to the Federal Food, Drug and Cosmetic Act. Furthermore, some of our products are regulated by the Consumer Product Safety Commission ("CPSC") pursuant to various federal laws, including the Consumer Product Safety Act and the Poison Prevention Packaging Act. Both the FDA and the CPSC can require the manufacturer of defective products to repurchase or recall these products and may also impose fines or penalties on the manufacturer. Similar laws exist in some states, cities and other countries in which we sell products. In addition, laws exist in certain states restricting the sale of packaging with certain levels of heavy metals and imposing fines and penalties for noncompliance. Although we use FDA-approved resins and pigments in our products that directly contact food and drug products and we believe our products are in material compliance with all applicable requirements, we remain subject to the risk that our products could be found not to be in compliance with these and other requirements. A recall of any of our products or any fines and penalties imposed in connection with non-compliance could have a materially adverse effect on us. See "Business—Environmental Matters and Government Regulation."

In the event of a catastrophic loss of one of our key manufacturing facilities, our business would be adversely affected.

While we manufacture our products in a large number of diversified facilities and maintain insurance covering our facilities, including business interruption insurance, a catastrophic loss of the use of all or a portion of one of our key manufacturing facilities due to accident, labor issues, weather conditions, natural disaster or otherwise, whether short or long-term, could have a material adverse effect on us.

Our future required cash contributions to our pension plans may increase.

Congress recently passed legislation (which was signed into law by President Bush) to reform funding requirements for underfunded pension plans. The legislation, among other things, increases the percentage funding target from 90% to 100% and requires the use of a more current mortality table in the calculation of minimum yearly funding requirements. In fiscal 2005, we contributed $0.5 million to our U.S. defined benefit pension plans. Our future required cash contributions to our U.S. defined benefit pension plans may increase based on the funding reform provisions that were enacted into law. In addition, if the performance of assets in our pension plans does not meet our expectations, if the Pension Benefit Guaranty Corporation, or PBGC, requires additional contributions to such plans as a result of the Acquisition, or if other actuarial assumptions are modified, our future required cash contributions could increase. Any such increases could have a material and adverse effect on our business, financial condition or results of operations.

The need to make these cash contributions may reduce the cash available to meet our other obligations, including our obligations with respect to the exchange notes, or to meet the needs of our business. In addition, the PBGC may terminate our defined benefit pension plans under limited circumstances, including in the event the PBGC concludes that its risk may increase unreasonably if such plans continue. In the event a plan is terminated for any reason while it is underfunded, we could be required to make an immediate payment to the PBGC of all or a substantial portion of such plan's underfunding, as calculated by the PBGC based on its own assumptions (which might result in a larger pension obligation than that based on the assumptions we have used to fund such plan), and the PBGC could assert a lien on material amounts of our assets.

Our business operations could be significantly disrupted if members of our senior management team were to leave.

Our success depends to a significant degree upon the continued contributions of our senior management team. Our senior management team has extensive manufacturing, finance and engineering experience, and we believe that the depth of our management team is instrumental to our continued success. While we have entered into employment agreements with certain executive officers, the loss of any of our key executive officers in the future could significantly impede our ability to successfully implement our business strategy, financial plans, expansion of services, marketing and other objectives.

Goodwill and other intangibles represent a significant amount of our net worth, and a write-off could result in lower reported net income and a reduction of our net worth.

As of July 1, 2006, on a pro forma basis, the net value of our goodwill and other intangibles was approximately $1,848.3 million. In July 2001, the Financial Accounting Standards Board issued Statements of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*. Under this accounting standard, we are no longer required or permitted to amortize goodwill reflected on our balance sheet. We are, however, required to evaluate goodwill reflected on our balance sheet when circumstances indicate a potential impairment, or at least annually, under the impairment testing guidelines outlined in the standard. Future changes in the cost of capital, expected cash flows, or other factors may cause our goodwill to be impaired, resulting in a non-cash charge against results of operations to write-off goodwill for the amount of impairment. If a significant write-off is required, the charge would have a material adverse effect on our reported results of operations and net worth in the period of any such write-off.

We are controlled by Apollo, and its interests as an equity holder may conflict with yours as a creditor.

A majority of the common stock of our parent company, Berry Plastics Group, on a fully-diluted basis, is held by Apollo. Apollo controls Berry Plastics Group and therefore us as a wholly-owned subsidiary of Berry Plastics Group. As a result, Apollo has the power to elect a majority of the members of our board of directors, appoint new management and approve any action requiring the approval of the holders of Berry Plastics Group’s stock, including approving acquisitions or sales of all or substantially all of our assets. The directors elected by Apollo have the ability to control decisions affecting our capital structure, including the issuance of additional capital stock, the implementation of stock repurchase programs and the declaration of dividends. Apollo’s interests may not in all cases be aligned with your interests as a holder of the exchange notes. For example, if we encounter financial difficulties or are unable to pay our debts as they mature, Apollo’s interests, as equity holders, might conflict with your interests as a holder of the exchange notes. Affiliates of Apollo may also have an interest in pursuing acquisitions, divestitures, financings and other transactions that, in their judgment, could enhance their equity investments, even though such transactions might involve risks to you as a holder of the exchange notes. Additionally, Apollo is in the business of investing in companies and may, from time to time, acquire and hold interests in businesses that compete directly or indirectly with us. Furthermore, Apollo has no continuing obligation to provide us with debt or equity financing or to provide us with joint purchasing or similar opportunities with its other portfolio companies. Apollo may also pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us.

THE EXCHANGE OFFER

Purpose and Effect of the Exchange Offer

We entered into a registration rights agreement with the initial purchasers of the outstanding notes, in which we agreed to file a registration statement relating to an offer to exchange the outstanding notes for the exchange notes. The registration statement of which this prospectus forms a part was filed in compliance with this obligation. We also agreed to use our commercially reasonable efforts to file the registration statement as soon as practicable with the SEC and to use all commercially reasonable efforts to cause it to become effective under the Securities Act as promptly as possible but in no event later than the 365^{th} day after September 20, 2006. The exchange notes will have terms substantially identical to the outstanding notes except that the exchange notes do not contain terms with respect to transfer restrictions and registration rights and additional interest payable for the failure to consummate the exchange offer.

Within 180 days of the occurrence of any of the circumstances outlined below, we have agreed to file a shelf registration statement with the SEC to cover the resale of the outstanding notes by the holders thereof. We have further agreed that we will use our commercially reasonable efforts to cause the SEC to declare such a shelf registration statement effective within 365 days of the occurrence of such an event and to keep the shelf registration statement effective for up to two years after the effective date of the shelf registration statement. The circumstances are:

- the exchange offer is not permitted by applicable law or SEC policy;
- the exchange offer is not consummated within 30 days of the date on which the exchange offer is required to be mailed to the holders of outstanding notes; or
- any holder of outstanding notes notifies us prior to the 20th day following consummation of the exchange offer that:

(a) it is prohibited by law or SEC policy from participating in the exchange offer; or

(b) that it may not resell the exchange notes acquired by it in the exchange offer to the public without delivering a prospectus (other than by reason of such holder's status as our affiliate) and the prospectus contained in this exchange offer registration statement is not appropriate or available for such resales; or

(c) that it is a broker-dealer and owns outstanding notes acquired directly from us or our affiliate.

Transferability of the Exchange Notes

We are making this exchange offer in reliance on interpretations of the staff of the SEC set forth in several no-action letters. However, we have not sought our own no-action letter. Based upon these interpretations, we believe that you, or any other person receiving exchange notes, may offer for resale, resell or otherwise transfer such exchange notes without complying with the registration and prospectus delivery requirements of the U.S. federal securities laws, if:

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- you, or the person or entity receiving such exchange notes, is acquiring such exchange notes in the ordinary course of business;
- neither you nor any such person or entity is participating in or intends to participate in a distribution of the exchange notes within the meaning of the U.S. federal securities laws;
- neither you nor any such person or entity has an arrangement or understanding with any person or entity to participate in any distribution of the exchange notes;
- neither you nor any such person or entity is our "affiliate" as such term is defined under Rule 405 under the Securities Act; and
- you are not acting on behalf of any person or entity who could not truthfully make these statements.

In order to participate in the exchange offer, each holder of exchange notes must represent to us that each of these statements is true:

- such holder is not an affiliate of ours;
- such holder is not engaged in and does not intend to engage in, and has no arrangement or understanding with any person to participate in a distribution of the exchange notes; and
- any exchange notes such holder receives will be acquired in the ordinary course business.

Broker-dealers and each holder of outstanding notes intending to use the exchange offer to participate in a distribution of exchange notes (1) may not rely under the SEC's policy, as of September 20, 2006, on the applicable interpretation of the staff of the SEC's position contained in Exxon Capital Holdings Corp., SEC no-action letter (April 13, 1988), Morgan, Stanley & Co. Inc., SEC no-action letter (June 5, 1991) and Shearman & Sterling, SEC no-action letter (July 2, 1993) and (2) must comply with the registration and prospectus requirements of the Securities Act in connection with a secondary resale transaction and will deliver a prospectus in connection with any such resale of the exchange notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the exchange notes received in exchange for the outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that for a period of not less than 180 days after the expiration date for the exchange offer, we will make this prospectus available to broker-dealers for use in connection with any such resale, if requested by the initial purchasers or by a broker-dealer that receives the exchange notes for its own account in the exchange offer in exchange for the outstanding notes, as a result of market-making activities or other trading activities.

Maturity and Interest on the Exchange Notes

Interest will accrue at a per annum rate of $8^7/_8$% on the fixed rate exchange notes and LIBOR (reset quarterly) plus 3.875% on the floating rate exchange notes from the most recent date to which interest on the outstanding notes has been paid or, if no interest has been paid, from September 20, 2006.

Interest on the fixed rate exchange notes will be paid semiannually to holders of record at the close of business on March 1 and September 1 immediately preceding the interest payment date on March 15 and September 15 of each year, commencing on March 15, 2007.

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Interest on the floating rate exchange notes will be paid quarterly to holders of record at the close of business on March 1, June 1, September 1 and December 1 immediately preceding the interest payment date on March 15, June 15, September 15 and December 15 of each year, commencing on December 15, 2006.

The exchange notes will mature on September 15, 2014.

Terms of the Exchange Offer; Acceptance of Tendered Notes

Upon the terms and subject to the conditions of the exchange offer, we will accept any and all outstanding notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on February 9, 2007. The date of acceptance for exchange of the outstanding notes, and completion of the exchange offer, is the exchange date, which will be the first business day following the expiration date (unless extended as described in this prospectus). We will issue, on or promptly after the exchange date, an aggregate principal amount of up to $750,000,000 of exchange notes in exchange for a like principal amount of outstanding notes tendered and accepted in the exchange offer. Holders may tender some or all of their outstanding notes pursuant to the exchange offer. However, outstanding notes may be tendered only in integral multiples of $1,000, subject to a minimum denomination of $2,000.

The form and terms of the exchange notes will be identical in all material respects to the form and terms of the outstanding notes except that:

- the exchange notes have been registered under the U.S. federal securities laws and will not bear any legend restricting their transfer;
- the exchange notes bear a different CUSIP number from the outstanding notes;
- the exchange notes will not be subject to transfer restrictions or entitled to registration rights; and
- the holders of the exchange notes will not be entitled to certain rights under the registration rights agreement, including the provisions for an increase in the interest rate on the outstanding notes in some circumstances relating to the timing of the exchange offer.

The exchange notes will evidence the same debt as the outstanding notes. Holders of exchange notes will be entitled to the benefits of the Indenture.

As of the date of this prospectus, $750.0 million aggregate principal amount of the outstanding notes was outstanding. The exchange notes offered will be limited to $750.0 million in aggregate principal amount.

In connection with the issuance of the outstanding notes, we have arranged for the outstanding notes to be issued in the form of global notes through the facilities of The Depository Trust Company, or “DTC” acting as depositary. The exchange notes will also be issued in the form of global notes registered in the name of DTC or its nominee and each beneficial owner’s interest in it will be transferable in book-entry form through DTC.

Holders of outstanding notes do not have any appraisal or dissenters’ rights in connection with the exchange offer. Outstanding notes which are not tendered for exchange or are tendered but not accepted in connection with the exchange offer will remain outstanding and be entitled to the benefits of the Indenture under which they were issued, including accrual of interest, but, subject to a limited exception, will not be entitled to any registration rights under the applicable registration rights agreement. See “Effect of Not Tendering.”

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We will be deemed to have accepted validly tendered outstanding notes when and if we have given oral or written notice to the exchange agent of our acceptance. The exchange agent will act as agent for the tendering holders for the purpose of receiving the exchange notes from us. If any tendered outstanding notes are not accepted for exchange because of an invalid tender, the occurrence of other events described in this prospectus or otherwise, we will return the certificates for any unaccepted outstanding notes, at our expense, to the tendering holder promptly after expiration of the exchange offer.

Holders who tender outstanding notes in the exchange offer will not be required to pay brokerage commissions or fees with respect to the exchange of outstanding notes. Tendering holders will also not be required to pay transfer taxes in the exchange offer. We will pay all charges and expenses in connection with the exchange offer as described under the subheading "Solicitation of Tenders; Fees and Expenses." However, we will not pay any taxes incurred in connection with a holder's request to have exchange notes or non-exchanged notes issued in the name of a person other than the registered holder. See "Transfer Taxes" in this section below.

Expiration Date; Extensions; Amendment

The exchange offer will expire at 5:00 p.m., New York City time, on February 9, 2007, or the "expiration date," unless we extend the exchange offer. To extend the exchange offer, we will notify the exchange agent and each registered holder of outstanding notes of any extension before 9:00 a.m. New York City time, on the next business day after the previously scheduled expiration date. We reserve the right to extend the exchange offer, delay accepting any tendered outstanding notes or, if any of the conditions described below under the heading "Conditions to the Exchange Offer" have not been satisfied, to terminate the exchange offer. Subject to the terms of the registration rights agreement, we also reserve the right to amend the terms of the exchange offer in any manner. We will give oral or written notice of such delay, extension, termination or amendment to the exchange agent.

If we amend the exchange offer in a manner that we consider material, we will disclose such amendment by means of a prospectus supplement, and we will extend the exchange offer for a period of five to ten business days.

If we determine to make a public announcement of any delay, extension, amendment or termination of the exchange offer, we will do so by making a timely release through an appropriate news agency.

If we delay accepting any outstanding notes or terminate the exchange offer, we promptly will pay the consideration offered, or return any outstanding notes deposited, pursuant to the exchange offer as required by Rule 14e-1(c) under the Exchange Act.

Procedures for Tendering Outstanding Notes

We understand that the exchange agent has confirmed with DTC that any financial institution that is a participant in DTC's system may use its Automated Tender Offer Program, or "ATOP," to tender outstanding notes. We further understand that the exchange agent will request, within two business days after the date the exchange offer commences, that DTC establish an account relating to the outstanding notes for the purpose of facilitating the exchange offer, and any participant may make book-entry delivery of outstanding notes by causing DTC to transfer the outstanding notes into the exchange agent's account in accordance with ATOP procedures for transfer. Although delivery of the outstanding notes may be effected through book-entry transfer into the exchange agent's account at DTC, unless an agent's message is received by the exchange agent in compliance with ATOP procedures, an appropriate letter of transmittal properly completed and duly executed with any required signature guarantee and all other required documents must in each case be transmitted to and received or confirmed by the exchange agent at its address set forth below on or prior to the expiration date, or, if the guaranteed delivery procedures described below are complied with, within the time period provided under the procedures.

The term "agent's message" means a message, transmitted by DTC and received by the exchange agent and forming part of a book-entry confirmation, stating that DTC has received an express acknowledgment from a participant tendering outstanding notes that are the subject of the book-entry confirmation and that the participant has received and agrees to be bound by the terms of the letter of transmittal and that we may enforce such agreement against the participant. An agent's message must, in any case, be transmitted to and received or confirmed by the exchange agent, at its address set forth under the caption "Exchange Agent" below, prior to 5:00 p.m., New York City time, on the expiration date. Delivery of documents to DTC in accordance with its procedures does not constitute delivery to the exchange agent.

Unless the tender is being made in book-entry form, to tender in the exchange offer, you must:

- complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal;
- have the signatures guaranteed if required by the letter of transmittal; and
- mail or otherwise deliver the letter of transmittal or such facsimile, together with the outstanding notes and any other required documents, to the exchange agent prior to 5:00 p.m., New York City time, on the expiration date.

By executing the letter of transmittal, you will make to us the representations set forth in the second paragraph under the heading "Transferability of the Exchange Notes."

All tenders not withdrawn before the expiration date and the acceptance of the tender by us will constitute agreement between you and us under the terms and subject to the conditions in this prospectus and in the letter of transmittal including an agreement to deliver good and marketable title to all tendered notes prior to the expiration date free and clear of all liens, charges, claims, encumbrances, adverse claims and rights and restrictions of any kind.

The method of delivery of outstanding notes and the letter of transmittal and all other required documents to the exchange agent is at the election and sole risk of the holder. Instead of delivery by mail, you should use an overnight or hand delivery service. In all cases, you should allow for sufficient time to ensure delivery to the exchange agent before the expiration of the exchange offer. You may request your broker, dealer, commercial bank, trust company or nominee to effect these transactions for you. You should not send any note, letter of transmittal or other required document to us.

Any beneficial owner whose outstanding notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and who wishes to tender should contact the registered holder promptly and instruct such registered holder to tender on behalf of the beneficial owner. If the beneficial owner wishes to tender on that owner's own behalf, the beneficial owner must, prior to completing and executing the letter of transmittal and delivering such beneficial owner's outstanding notes, either make appropriate arrangements to register ownership of the outstanding notes in such beneficial owner's name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time.

The exchange of outstanding notes will be made only after timely receipt by the exchange agent of certificates for outstanding notes, a letter of transmittal and all other required documents, or timely completion of a book-entry transfer. If any tendered notes are not accepted for any reason or if outstanding notes are submitted for a greater principal amount than the holder desires to exchange, the exchange agent will return such unaccepted or non-exchanged notes to the tendering holder promptly after the expiration or termination of the exchange offer. In the case of outstanding notes tendered by book-entry transfer, the exchange agent will credit the non-exchanged notes to an account maintained with The Depository Trust Company.

Guarantee of Signatures

Signatures on letters of transmittal or notices of withdrawal must be guaranteed by a member firm of a registered national securities exchange or of the National Association of Securities Dealers, Inc., a commercial bank or trust company having an office or correspondent in the United States or another "eligible guarantor institution" within the meaning of Rule 17Ad-15 under the Exchange Act, unless the original notes tendered pursuant thereto are tendered:

- by a registered holder who has not completed the box entitled "Special Issuance Instructions" or "Special Delivery Instructions" on the letter of transmittal; and
- for the account of an eligible guarantor institution.

In the event that a signature on a letter of transmittal or a notice of withdrawal is required to be guaranteed, such guarantee must be made by:

- a member firm of a registered national securities exchange of the National Association of Securities Dealers, Inc.;
- a commercial bank or trust company having an office or correspondent in the United States; and
- another eligible guarantor institution.

Signature on the Letter of Transmittal; Bond Powers and Endorsements

If the letter of transmittal is signed by a person other than the registered holder of the outstanding notes, the registered holder must endorse the outstanding notes or provide a properly completed bond power. Any such endorsement or bond power must be signed by the registered holder as that registered holder's name appears on the outstanding notes. Signatures on such outstanding notes and bond powers must be guaranteed by an "eligible guarantor institution."

If you sign the letter of transmittal or any outstanding notes or bond power as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, fiduciary or in any other representative capacity, you must so indicate when signing. You must submit satisfactory evidence to the exchange agent of your authority to act in such capacity.

Determination of Valid Tenders; Our Rights under the Exchange Offer

All questions as to the validity, form, eligibility, time of receipt, acceptance and withdrawal of tendered notes will be determined by us in our sole discretion, which determination will be final and binding on all parties. We expressly reserve the absolute right, in our sole discretion, to reject any or all outstanding notes not properly tendered or any outstanding notes the acceptance of which would, in the opinion of our counsel, be unlawful. We also reserve the absolute right in our sole discretion to waive or amend any conditions of the exchange offer or to waive any defects or irregularities of tender for any particular note, whether or not similar defects or irregularities are waived in the case of other notes. Our interpretation of the terms and conditions of the exchange offer will be final and binding on all parties. No alternative, conditional or contingent tenders will be accepted. Unless waived, any defects or irregularities in connection with tenders of outstanding notes must be cured by the tendering holder within such time as we determine.

Although we intend to request the exchange agent to notify holders of defects or irregularities in tenders of outstanding notes, neither we, the exchange agent nor any other person will have any duty to give notification of defects or irregularities in such tenders or will incur any liability to holders for failure to give such notification. Holders will be deemed to have tendered outstanding notes only when such defects or irregularities have been cured or waived. Any outstanding notes received by the exchange agent that are not properly tendered and as to which the defects or irregularities have not been cured or waived will be returned by the exchange agent to the tendering holders, unless otherwise provided in the letter of transmittal, as soon as practicable following the expiration date.

Guaranteed Delivery Procedures

If you desire to tender outstanding notes pursuant to the exchange offer and (1) certificates representing such outstanding notes are not immediately available, (2) time will not permit your letter of transmittal, certificates representing such outstanding notes and all other required documents to reach the exchange agent on or prior to the expiration date, or (3) the procedures for book-entry transfer (including delivery of an agent's message) cannot be completed on or prior to the expiration date, you may nevertheless tender such outstanding notes with the effect that such tender will be deemed to have been received on or prior to the expiration date if all the following conditions are satisfied:

· you must effect your tender through an "eligible guarantor institution," which is defined above under the heading "Guarantee of Signatures."

· a properly completed and duly executed notice of guaranteed delivery, substantially in the form provided by us herewith, or an agent's message with respect to guaranteed delivery that is accepted by us, is received by the exchange agent on or prior to the expiration date as provided below; and

· the certificates for the tendered notes, in proper form for transfer (or a book entry confirmation of the transfer of such notes into the exchange agent account at DTC as described above), together with a letter of transmittal (or a manually signed facsimile of the letter of transmittal) properly completed and duly executed, with any signature guarantees and any other documents required by the letter of transmittal or a properly transmitted agent's message, are received by the exchange agent within three New York Stock Exchange, Inc. trading days after the date of execution of the notice of guaranteed delivery.

The notice of guaranteed delivery may be sent by hand delivery, facsimile transmission or mail to the exchange agent and must include a guarantee by an eligible guarantor institution in the form set forth in the notice of guaranteed delivery.

Withdrawal Rights

Except as otherwise provided in this prospectus, you may withdraw tendered notes at any time before 5:00 p.m., New York City time, on the expiration date. For a withdrawal of tendered notes to be effective, a written or facsimile transmission notice of withdrawal must be received by the exchange agent on or prior to the expiration of the exchange offer at the address set forth herein. Any notice of withdrawal must:

· specify the name of the person having tendered the outstanding notes to be withdrawn;

· identify the outstanding notes to be withdrawn (including the certificate number(s) of the outstanding notes physically delivered) and principal amount of such notes, or, in the case of notes transferred by book-entry transfer, the name and number of the account at DTC;

· be signed by the holder in the same manner as the original signature on the letter of transmittal by which such outstanding notes were tendered, with any required signature guarantees, or be accompanied by documents of transfer sufficient to have the trustee with respect to the outstanding notes register the transfer of such outstanding notes into the name of the person withdrawing the tender; and

· specify the name in which any such notes are to be registered, if different from that of the registered holder.

If the outstanding notes have been tendered under the book entry delivery procedure described above, any notice of withdrawal must specify the name and number of the account at DTC to be credited with the withdrawn outstanding notes and otherwise comply with the procedures of DTC's book entry transfer facility.

We will determine all questions as to the validity, form and eligibility (including time of receipt) of such outstanding notes in our sole discretion, and our determination will be final and binding on all parties. Any permitted withdrawal of notes may not be rescinded. Any notes properly withdrawn will thereafter be deemed not to have been validly tendered for purposes of the exchange offer. The exchange agent will return any withdrawn notes without cost to the holder promptly after withdrawal of the notes. Holders may retender properly withdrawn notes at any time before the expiration of the exchange offer by following one of the procedures described above under the heading "Procedures for Tendering Outstanding Notes."

Conditions to the Exchange Offer

Notwithstanding any other term of the exchange offer, we will not be required to accept for exchange, or issue any exchange notes for, any outstanding notes, and may terminate or amend the exchange offer before the expiration of the exchange offer, if:

· we determine that the exchange offer violates any law, statute, rule, regulation or interpretation by the staff of the SEC or any order of any governmental agency or court of competent jurisdiction; or

· any action or proceeding is instituted or threatened in any court or by or before any governmental agency relating to the exchange offer which, in our judgment, could reasonably be expected to impair our ability to proceed with the exchange offer.

The conditions listed above are for our sole benefit and may be asserted by us regardless of the circumstances giving rise to any of these conditions. We may waive these conditions in our reasonable discretion in whole or in part at any time and from time to time prior to the expiration date. The failure by us at any time to exercise any of the above rights shall not be considered a waiver of such right, and such right shall be considered an ongoing right which may be asserted at any time and from time to time.

In addition, we will not accept for exchange any outstanding notes tendered, and no exchange notes will be issued in exchange for those outstanding notes, if at any time any stop order is threatened or issued with respect to the registration statement for the exchange offer and the exchange notes or the qualification of the Indenture under the Trust Indenture Act of 1939. In any such event, we must use commercially reasonable efforts to obtain the withdrawal or lifting of any stop order at the earliest possible moment.

Effect of Not Tendering

To the extent outstanding notes are tendered and accepted in the exchange offer, the principal amount of outstanding notes will be reduced by the amount so tendered and a holder’s ability to sell untendered outstanding notes could be adversely affected. In addition, after the completion of the exchange offer, the outstanding notes will remain subject to restrictions on transfer. Because the outstanding notes have not been registered under the U.S. federal securities laws, they bear a legend restricting their transfer absent registration or the availability of a specific exemption from registration. The holders of outstanding notes not tendered will have no further registration rights, except that, under limited circumstances, we may be required to file a “shelf” registration statement for a continuous offer of outstanding notes.

Accordingly, the outstanding notes not tendered may be resold only:

· to us or our subsidiaries;

· pursuant to a registration statement which has been declared effective under the Securities Act;

· for so long as the outstanding notes are eligible for resale pursuant to Rule 144A under the Securities Act to a person the seller reasonably believes is a qualified institutional buyer that purchases for its own account or for the account of a qualified institutional buyer to whom notice is given that the transfer is being made in reliance on Rule 144A; or

- pursuant to any other available exemption from the registration requirements of the Securities Act (in which case we and the trustee shall have the right to require the delivery of an opinion of counsel, certifications and/or other information satisfactory to us and the trustee), subject in each of the foregoing cases to any requirements of law that the disposition of the seller's property or the property of such investor account or accounts be at all times within its or their control and in compliance with any applicable state securities laws.

Upon completion of the exchange offer, due to the restrictions on transfer of the outstanding notes and the absence of such restrictions applicable to the exchange notes, it is likely that the market, if any, for outstanding notes will be relatively less liquid than the market for exchange notes. Consequently, holders of outstanding notes who do not participate in the exchange offer could experience significant diminution in the value of their outstanding notes, compared to the value of the exchange notes.

Regulatory Approvals

Other than the U.S. federal securities laws, there are no U.S. federal or state regulatory requirements that we must comply with and there are no approvals that we must obtain in connection with the exchange offer.

Solicitation of Tenders; Fees and Expenses

We will bear the expenses of soliciting tenders and are mailing the principal solicitation. However, our officers and regular employees and those of our affiliates may make additional solicitation by telegraph, telecopy, telephone or in person.

We have not retained any dealer-manager in connection with the exchange offer. We will not make any payments to brokers, dealers, or others soliciting acceptances of the exchange offer. However, we may pay the exchange agent reasonable and customary fees for its services and may reimburse it for its reasonable out-of-pocket expenses.

We will pay the cash expenses incurred in connection with the exchange offer. These expenses include fees and expenses of the exchange agent and trustee, accounting and legal fees and printing costs, among others.

Fees and Expenses

We will not make any payment to brokers, dealers or others soliciting acceptances of the exchange offer. We will pay certain other expenses to be incurred in connection with the exchange offer, including the fees and expenses of the exchange agent and certain accounting and legal fees.

Holders who tender their outstanding notes for exchange will not be obligated to pay transfer taxes. However, if:

- exchange notes are to be delivered to, or issued in the name of, any person other than the registered holder of the outstanding notes tendered;

- tendered outstanding notes are registered in the name of any person other than the person signing the letter of transmittal; or

- a transfer tax is imposed for any reason other than the exchange of outstanding notes in connection with the exchange offer,

then the amount of any such transfer taxes (whether imposed on the registered holder or any other person) will be payable by the tendering holder. If satisfactory evidence of payment of such taxes or exemption from them is not submitted with the letter of transmittal, the amount of such transfer taxes will be billed directly to the tendering holder.

Transfer Taxes

We will pay all transfer taxes, if any, required to be paid by us in connection with the exchange of the outstanding notes for the exchange notes. However, holders who instruct us to register exchange notes in the name of, or request that outstanding notes not tendered or not accepted for exchange be returned to, a person other than the registered holder, will be responsible for the payment of any transfer tax arising from such transfer.

Accounting Treatment

The exchange notes will be recorded at the same carrying value as the outstanding notes as reflected in our accounting records on the date of the exchange. Accordingly, we will not recognize any gain or loss for accounting purposes upon the completion of the exchange offer. The expenses of the exchange offer that we pay will be charged to expense in accordance with generally accepted accounting principles.

The Exchange Agent

Wells Fargo Bank, National Association is serving as the exchange agent for the exchange offer. ALL EXECUTED LETTERS OF TRANSMITTAL SHOULD BE SENT TO THE EXCHANGE AGENT AT THE ADDRESS LISTED BELOW. Questions, requests for assistance and requests for additional copies of this prospectus or the letter of transmittal should be directed to the exchange agent at the address or telephone number listed below.

By Registered or Certified Mail:	Wells Fargo Bank, N.A. Corporate Trust Operations MAC N9303-121 P.O. Box 1517 Minneapolis, MN 55480
By Overnight Courier or Regular Mail:	Wells Fargo Bank, N.A. Corporate Trust Operations MAC N9303-121 6th & Marquette Avenue Minneapolis, MN 55479
By Hand Delivery:	Wells Fargo Bank, N.A. Corporate Trust Services 608 2nd Avenue South Northstar East Building 12th Floor

	Minneapolis, MN 55402
Confirm by Telephone:	(800) 344-5128

Originals of all documents sent by facsimile should be promptly sent to the exchange agent by registered or certified mail, by hand, or by overnight delivery service.

DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.

USE OF PROCEEDS

We will not receive any proceeds from the issuance of exchange notes in the exchange offer. The net proceeds from the issuance of the outstanding notes were used to consummate the Acquisition. The outstanding notes bear interest at a rate of $8^7/_8$% per annum, in respect of the outstanding fixed rate notes and LIBOR (adjusted quarterly) plus 3.875% per annum, in respect of the outstanding floating rate notes, and mature on September 15, 2014. In consideration for issuing the exchange notes, we will receive in exchange the outstanding notes of like principal amount. The outstanding notes surrendered in exchange for exchange notes will be retired and canceled and cannot be reissued. Accordingly, issuance of the exchange notes will not result in any increase in our indebtedness. We have agreed to bear the expenses of the exchange offer. No underwriter is being used in connection with the exchange offer.

CAPITALIZATION

The following table sets forth our cash and capitalization as of July 1, 2006 both on an actual basis and on a pro forma basis to give effect to the Acquisition. You should read this table in conjunction with the "Unaudited Pro Forma Condensed Consolidated Financial Information," "Selected Historical Financial Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," the related notes included elsewhere in this prospectus and the consolidated financial statements and the notes thereto appearing in our November 14, 2006 10-Q, incorporated by reference herein.

	As of July 1, 2006	
	Actual	Pro Forma
	(in millions)	
Cash	$ 35.3	$ 20.0
Long-term debt, including current portion:		
Revolving Credit Facility[1]	$ —	$ 20.0
Term B loans	—	675.0
Notes offered hereby	—	750.0
Senior subordinated notes	—	425.0
Other existing debt	1,135.8	26.7[2]
Total long-term debt, including current portion	1,135.8	1,896.7
Total stockholders' equity	227.7	483.5[3]
Total capitalization	$ 1,363.5	$ 2,380.2

(1) Our current revolving credit facility provides for available borrowings of $200.0 million. On the closing date of the Acquisition, $165.1 million of the revolving credit facility was available for borrowing.

(2) Consists of capital leases that remained outstanding after the Acquisition.

(3) Pro forma stockholders' equity consists of cash equity investments in Berry Plastics Group.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following tables set forth unaudited pro forma condensed consolidated financial information of Holdings as of and for the 26 weeks ended July 1, 2006 and July 2, 2005 and fiscal 2005 and have been derived by application of pro forma adjustments to our audited and unaudited historical consolidated financial statements included elsewhere in this prospectus. The unaudited pro forma condensed consolidated statements of operations give effect to the Acquisition as if it had occurred on the first day of the applicable period. The unaudited pro forma balance sheet gives effect to the Acquisition as if it had occurred on July 1, 2006.

The unaudited pro forma condensed consolidated financial information includes adjustments directly attributable to the Kerr Acquisition and the Acquisition that are expected to have a continuing impact on us. The pro forma adjustments are described in the notes accompanying the unaudited pro forma condensed consolidated financial information. The pro forma adjustments are based upon available information and certain assumptions we believe are reasonable.

The Acquisition has been accounted for using the purchase method of accounting. The final allocation of the purchase price in the Acquisition will be determined at a later date and depend on a number of factors, including the final valuation of our tangible and identifiable intangible assets acquired and liabilities assumed in the Acquisition. An independent third-party appraiser will perform a valuation of these assets as of the closing date of the Acquisition, and upon a final valuation the purchase allocation will be adjusted. Such final adjustments, including increases to depreciation and amortization resulting from the allocation of purchase price to amortizable tangible and intangible assets, may be material. This valuation will be based on the actual net tangible and intangible assets and liabilities that existed as of the closing date of the Acquisition. In addition, we will record an adjustment to stockholders' equity at a later date to adjust the carryover basis of continuing ownership.

As a result of the Acquisition, Holdings is a wholly-owned by Berry Plastics Group with assets, liabilities and an equity structure that will not be comparable to historical periods.

The unaudited pro forma condensed consolidated financial information does not purport to represent what our results of operations and financial condition would have been had the Kerr Acquisition and the Acquisition actually occurred as of the dates indicated, nor does it project our results of operations for any future period or our financial condition at any future date.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with "Risk Factors," "Selected Historical Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," our historical consolidated financial statements included elsewhere in this prospectus and the consolidated financial statements and the notes thereto, appearing in our November 14, 2006 10-Q, incorporated by reference herein.

BPC Holding Corporation

Unaudited Pro Forma Condensed Consolidated Balance Sheet
As of July 1, 2006
(dollars in thousands)

	Historical	Pro Forma Adjustments	Pro Forma
Assets			
Current Assets:			
Cash and cash equivalents	$ 35,251	$ (15,251[a])	$ 20,000
Accounts receivable (less allowance for doubtful accounts of $6,376 at July 1, 2006)	166,924	—	166,924
Inventories	163,354	—	163,354
Other current assets	37,868	—	37,868
Total current assets	403,397	(15,251)	388,146
Property, plant and equipment (less accumulated depreciation)	436,470	—	436,470
Intangible assets	833,419	1,014,894[b]	1,848,313
Total assets	$ 1,673,286	$ 999,643	$ 2,672,929
Liabilities and Stockholders' Equity			
Current Liabilities:			
Accounts payable	$ 97,310	$ —	$ 97,310
Accrued interest	17,046	(17,046[c])	—
Other current liabilities	74,804	—	74,804
Current portion of long-term debt	14,419	(1,200[d])	13,219
Total current liabilities	203,579	(18,246)	185,333
Long-term debt, less current portion	1,121,401	762,039[e]	1,883,440
Other liabilities	120,637	—	120,637
Total liabilities	1,445,617	743,793	2,189,410
Total stockholders' equity	227,669	255,850[f]	483,519
Total liabilities and stockholders' equity	$ 1,673,286	$ 999,643	$ 2,672,929

Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet
(dollars in thousands)

(a) This adjustment reflects the elimination of cash of $35,251 not being acquired in the Acquisition plus a draw of $20,000 on the revolving line of credit at closing for general working capital purposes.
(b) The Acquisition will be accounted for as a purchase. Preliminarily, we have allocated the excess of the purchase price over the net assets acquired to goodwill (included in intangible assets). Under GAAP, goodwill is not amortized but is reviewed for impairment annually. We have not begun the process of reviewing our net assets to determine the amount of any write-up or write-down to fair value of the net assets acquired in connection with the Acquisition. Accordingly, the allocation described below is subject to change. If our non-goodwill assets are written up to fair value in connection with the Acquisition, our expenses in the future will be higher as a result of increased depreciation and amortization of our assets. Similarly, if our non-goodwill assets are written down to fair value, our depreciation and amortization will decrease in the future.

Purchase price	$	2,223,300
Estimated transaction costs		110,219
Total consideration		2,333,519
Less: Net assets acquired(1)		1,318,625
Net adjustments(2)	$	1,014,894

(1) Net assets acquired equals the historical basis of the assets acquired $(1,638,035) less liabilities assumed in the Acquisition not reflected in the purchase price above $(319,410).

(2) Assumes a 100% step up in basis pursuant to purchase accounting. The final net adjustments will be lower to reflect an adjustment to stockholders' equity at a later date relating to the carryover basis of continuing ownership. The Company currently estimates the step up will be limited by 11%.

(c) This adjustment reflects the elimination of the accrued interest as of July 1, 2006 on the debt being repurchased or repaid in connection with the Acquisition.

(d) This adjustment reflects the elimination of the current portion of long-term debt being repurchased or repaid in connection with the Acquisition offset by the current portion of the long-term debt being incurred to finance the Acquisition.

Current portion of debt being repurchased or repaid	$	(7,950)
Current portion of debt being incurred		6,750
Net adjustment	$	(1,200)

(e) This adjustment reflects the incurrence of the long-term debt being incurred to finance the Acquisition offset by the elimination of the long-term debt being repurchased or repaid in connection with the Acquisition. This adjustment assumes all of the old notes are repurchased in the tender offer at the closing of the Acquisition.

Term B loans	$	675,000
Revolving Credit Facility		20,000
Senior subordinated notes		425,000
Outstanding notes		750,000
Long-term debt being repurchased or repaid, less current portion		(1,107,961)
Net adjustment	$	762,039

(f) This adjustment reflects the increase to stockholders' equity resulting from the equity capital being contributed.

BPC Holding Corporation

Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the 26 Weeks Ended July 1, 2006
(dollars in thousands)

	Historical	Pro Forma Adjustments	Pro Forma
Net sales	$ 731,078	$ —	$ 731,078
Cost of goods sold	583,941	—	583,941
Gross profit	147,137	—	147,137
Operating expenses	70,282	1,639(a,h)	71,921
Operating income (loss)	76,855	(1,639)	75,216
Other income	(299)	—	(299)
Interest expense, net	44,511	39,603(b)	84,114
Income (loss) before taxes	32,643	(41,242)	(8,599)
Taxes (benefit)	14,731	(18,600(c))	(3,869)
Net income (loss)	$ 17,912	$ (22,642)	$ (4,730)

Berry Plastics Holding Corporation

Unaudited Pro Forma Condensed Consolidated Statement of Operations
For the 26 Weeks Ended July 2, 2005
(dollars in thousands)

	Historical	Kerr[d]	Adjustments Relating to Kerr Acquisition	Adjustments Relating to the Transactions	Pro Forma
Net sales	$ 508,181	$ 168,315	$ —	$ —	$ 676,496
Cost of goods sold	417,493	139,108	—	—	556,601
Gross profit	90,688	29,207	—	—	119,895
Operating expenses	40,227	15,283	5,334[e]	1,500(a,h)	62,344
Operating income (loss)	50,461	13,924	(5,334)	(1,500)	57,551
Other expenses	1,569	7,351	—	—	8,920
Interest expense, net	30,123	4,343	8,081[f]	41,268[b]	83,815
Debt extinguishment fee	7,045	—	—	(7,045[g])	—
Income (loss) before taxes	11,724	2,230	(13,415)	(35,723)	(35,184)
Taxes (benefit)	6,174	701	(5,138)	(17,569[c])	(15,832)
Net income (loss)	$ 5,550	$ 1,529	$ (8,277)	$ (18,154)	$ (19,352)

BPC Holding Corporation

Unaudited Pro Forma Condensed Consolidated Statement of Operations
For Fiscal 2005
(dollars in thousands)

	Historical	Kerr[(d)]	Adjustments Relating to Kerr Acquisition	Adjustments Relating to the Transactions	Pro Forma
Net sales	$ 1,169,704	$ 168,315	$ —	$ —	$ 1,338,019
Cost of goods sold	943,370	139,108	—	—	1,082,478
Gross profit	226,334	29,207	—	—	255,541
Operating expenses	110,545	15,283	5,334[(e)]	3,000(ah)	134,162
Operating income (loss)	115,789	13,924	(5,334)	(3,000)	121,379
Other expenses	1,354	7,351	—	—	8,705
Interest expense, net	73,274	4,343	8,081[(f)]	82,163[(b)]	167,861
Debt extinguishment fee	7,045	—	—	(7,045[(g)])	—
Income (loss) before taxes	34,116	2,230	(13,415)	(78,118)	(55,187)
Taxes (benefit)	14,325	701	(5,138)	(34,723[(c)])	(24,835)
Net income (loss)	$ 19,791	$ 1,529	$ (8,277)	$ (43,395)	$ (30,352)

Notes to Unaudited Pro Forma Condensed Consolidated Statements of Operations (dollars in thousands)

(a) This adjustment reflects the estimated management fees that will be paid to the Sponsors after the Acquisition. It is calculated as the greater of $3,000 or 1.25% of Adjusted EBITDA per year.
(b) This adjustment reflects the elimination of the historical interest expense incurred on the debt being repurchased or repaid in connection with the Acquisition, including the elimination of the amortization of debt financing costs, offset by the estimated interest expense on the debt being incurred in connection with the Acquisition and the amortization of deferred financing costs incurred in connection therewith. New annual cash interest expense is assumed to be $162,930 related to the $750,000 in aggregate principal amount of outstanding notes, the $425,000 in aggregate principal amount of the senior subordinated notes, the term B loans under the senior secured credit facilities in the principal amount of $675,000 and existing capital leases. LIBOR used in the calculation of our assumed interest rates was 5.25%. A 0.125% increase in the variable interest rate on our variable rate borrowings would increase the foregoing annual cash interest expense by $1,125. This adjustment also assumes amortization of $43,063 of debt issuance costs on a straight-line basis over the life of the related debt. This would have resulted in non-cash interest expense for fiscal 2005, on a pro forma basis, of $600 for the revolving portion of the senior secured credit facilities, $1,700 for the term B loans under the senior secured credit facilities, $1,800 for the outstanding notes and $1,300 for the senior subordinated notes.
(c) This adjustment reflects the elimination of the historic tax expense on the income of the Company and Kerr and the new calculation of tax expense (benefit) based on a rate of 45% on pro forma pre-tax income.
(d) Reflects Kerr's historical results of operations from January 2, 2005 through June 3, 2005.
(e) This adjustment reflects the addition of intangible amortization in connection with the Kerr Acquisition.
(f) This adjustment reflects the addition of interest expense in connection with the Kerr Acquisition.
(g) This adjustment reflects the elimination of deferred financing fees written off in connection with an amendment to our old senior secured credit facilities in 2005.
(h) The pro forma statements assume that the excess of the purchase price over the net assets acquired will all be allocated to goodwill. We have not begun the process of reviewing our assets to determine the amount of any write up or write down to fair value of our fixed assets or definite lived intangible assets. A $10,000 adjustment to our definite lived intangible assets would be a $500 annual adjustment to our amortization expense. A $5,000 adjustment to our fixed assets would be a $1,000 annual adjustment to our depreciation expense.

SELECTED HISTORICAL FINANCIAL DATA

The following selected financial data are derived from our consolidated financial statements. The data should be read in connection with the consolidated financial statements, related notes and other financial information included herein or which has been incorporated by reference into this prospectus. Our fiscal years are 52- or 53-week periods ending generally on the Saturday closest to December 31. All references herein to "2005," "2004," "2003," "2002," and "2001" relate the fiscal years ended December 31, 2005, January 1, 2005, December 27, 2003, December 28, 2002, and December 29, 2001, respectively. The results under Holding's prior ownership have been combined with results subsequent to the merger on July 22, 2002, whereby GS Berry Acquisition Corp., a newly formed entity controlled by various private equity funds affiliated with Goldman, Sachs & Co., merged with and into BPC Holding Corporation (the "Goldman merger"). The selected historical consolidated financial information for the 26 weeks ended July 1, 2006 and July 2, 2005 have been derived from our unaudited consolidated financial statements included elsewhere in this prospectus. Our historical consolidated financial information may not be comparable to or indicative of our future performance. For a discussion of certain factors that materially affect the comparability of the consolidated financial data or cause the data reflected herein not to be indicative of our future financial condition or results of operations, see "Risk Factors."

For the purpose of this table, "Predecessor" refers to BPC Holding Corporation before the Goldman merger, and "Company" refers to BPC Holding Corporation after the Goldman merger but before the consummation of the Acquisition.

	Predecessor	Combined Company & Predecessor	Company	Company	Company	26 Weeks Ended	
			Fiscal Year			July 2,	July 1,
	2001	2002	2003	2004	2005	2005	2006
			(dollars in thousands)			(unaudited)	
Statement of Income Data:							
Net sales	$ 461,659	$ 494,303	$ 551,876	$ 814,213	$ 1,169,704	$ 508,181	$ 731,078
Cost of goods sold	338,000	371,273	420,750	639,329	943,370	417,493	583,941
Gross profit	123,659	123,030	131,126	174,884	226,334	90,688	147,137
Operating expenses[1]	70,192	77,467	59,936	81,008	110,545	40,227	70,282
Operating income	53,467	45,563	71,190	93,876	115,789	50,461	76,855
Other expenses (income)[2]	473	299	(7)	—	1,354	1,569	(299)
Loss on extinguished debt[3]	—	25,328	250	—	7,045	7,045	—
Interest expense, net[4]	54,355	49,254	45,413	53,185	73,274	30,123	44,511
Income (loss) before income taxes	(1,361)	(29,318)	25,534	40,691	34,116	11,724	32,643
Income taxes	734	3,298	12,486	17,740	14,325	6,174	14,731
Net income (loss)	(2,095)	(32,616)	13,048	22,951	19,791	5,550	17,912
Preferred stock dividends	9,790	6,468	—	—	—	—	—
Amortization of preferred stock	1,024	574	—	—	—	—	—

discount							
Net income (loss) attributable to common stockholders	$ (12,909)	$ (39,658)	$ 13,048	$ 22,951	$ 19,791	$ 5,550	$ 17,912
Balance Sheet Data (at period end):							
Working capital(5)	$ 48,351	$ 71,468	$ 88,850	$ 118,981	$ 211,118	$ 154,675	$ 196,032
Total assets	446,876	760,576	1,015,806	1,005,144	1,647,830	1,553,641	1,673,286
Total debt	485,881	609,943	751,605	697,558	1,160,620	1,167,554	1,135,820
Stockholders' equity (deficit)	(139,601)	75,163	152,591	183,891	203,388	182,692	227,669
Other Data:							
Depreciation and amortization(6)	50,907	41,965	44,078	60,816	88,720	34,149	53,996
Capital expenditures	32,834	28,683	29,949	52,624	57,829	32,303	52,217

(1) Operating expenses include $20,987 related to the Goldman merger during fiscal 2002.

(2) Other expenses (income) consist of net losses (gains) on disposal of property and equipment and unrealized loss (gain) on investment in Southern Packaging.

(3) In 2005, the loss on extinguished debt represents unamortized deferred financing costs on our existing term loan expensed as a result of an amendment to our old senior secured credit facilities. The loss on extinguished debt in 2003 represents the legal costs associated with amending our old senior secured credit facilities in connection with the Landis Acquisition. As a result of the retirement of outstanding indebtedness, $6,600 of existing deferred financing fees and $18,700 of prepayment fees and related charges were charged to expense in 2002 as a loss on extinguished debt.

(4) Includes non-cash interest expense of $11,268, $2,476, $2,318, $1,862, $1,945, $982 and $954 in fiscal 2001, 2002, 2003, 2004, and 2005 and the 26 weeks ended July 2, 2005 and July 1, 2006, respectively.

(5) Represents total current assets (other than cash) less total current liabilities (other than accrued interest and the current portion of long-term debt).

(6) Depreciation and amortization excludes non-cash amortization of deferred financing fees and debt premium/discount amortization, which are included in interest expense.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our results of operations and financial condition covers periods prior to the consummation of the Acquisition. Accordingly, the discussion and analysis of historical periods does not reflect the significant impact that the Acquisition will have on us, including significantly increased leverage and liquidity requirements. You should read the following discussion of our results of operations and financial condition with the "Unaudited Pro Forma Condensed Consolidated Financial Information," "Selected Historical Financial Data" and the audited condensed consolidated financial statements and related notes included elsewhere, or incorporated by reference, in this prospectus. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section of this prospectus. Actual results may differ materially from those contained in any forward looking statements. See "Disclosure Regarding Forward-Looking Statements."

Overview

We believe we are one of the world's leading manufacturers and suppliers of value-added plastic packaging products. We manufacture a broad range of innovative, high quality packaging solutions using our collection of over 1,500 proprietary molds and an extensive set of internally developed processes and technologies. We sell our packaging solutions to over 12,000 customers comprised of a favorable balance of leading national blue-chip customers as well as a collection of smaller local specialty businesses. We believe that our proprietary tools and technologies, low-cost manufacturing capabilities and significant operating and purchasing scale provide us with a competitive advantage in the marketplace. Our unique combination of leading market positions, proven management team, product and customer diversity and manufacturing and design innovation provides access to a variety of growth opportunities and has allowed us to achieve consistent organic volume growth in excess of market growth rates.

The Acquisition

On September 20, 2006, Merger Sub merged with and into Holdings pursuant to the Merger Agreement with Holdings, Berry Plastics Group and Merger Sub (a wholly-owned subsidiary of Berry Plastics Group). Pursuant to the Merger Agreement, we are now a wholly-owned subsidiary of Berry Plastics Group, the principal stockholder of which is Apollo.

In connection with the Acquisition, affiliates of the Sponsors, a minority investor, and certain members of our senior management team and other employees have invested cash of approximately $483.5 million in shares of Berry Plastics Group's common stock.

The Acquisition was funded with shareholders' equity and following debt components:

- Proceeds from our issuance of $750.0 million aggregate principal amount of outstanding notes;
- New borrowings of $675.0 million in Term B loans and $20.0 million under the revolving credit facility, both as available under the senior secured credit facilities; and
- Proceeds from our issuance of $425.0 million aggregate principal amount of senior subordinated notes to Goldman.

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Debt Service Obligations

Because we have a significant amount of indebtedness, our ability to generate sufficient cash flow from operations to pay our debt service obligations is a principal focus of management in our business planning and budgeting. Among the important factors that affect our cash flow is the extent to which we can offset the impact of plastic resin costs by maintaining a stable material spread, which is the difference between selling prices and resin costs on a per-pound basis. As discussed in more detail below under “Resin Cost Sensitivity”, our maintenance of a stable material spread is challenged in periods of rapid changes in raw material costs.

Our net cash provided by operating activities for the 26 weeks ended July 1, 2006 (“YTD”) was $87.1 million, compared to $51.4 million for the 26 weeks ended July 2, 2005 (“Prior YTD”). The increase of $35.7 million is primarily the result of improved operations as operating income before depreciation and amortization increased $46.2 million over the Prior YTD. While we anticipate that we will continue to generate sufficient cash flow to service our indebtedness over the next several years, a number of factors could adversely affect our ability to repay or refinance indebtedness, including those described under “Risk Factors—To service our indebtedness, we will require a significant amount of cash. Our ability to generate or borrow cash depends on many factors beyond our control”.

Critical Accounting Policies and Estimates

We disclose those accounting policies that we consider to be significant in determining the amounts to be utilized for communicating our consolidated financial position, results of operations and cash flows in the second note to our consolidated financial statements included elsewhere in this prospectus. Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with these principles requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results are likely to differ from these estimates, but management does not believe such differences will materially affect our financial position or results of operations, although no assurance can be given as to such effect. We believe that the following accounting policies are the most critical because they have the greatest impact on the presentation of our financial condition and results of operations.

Allowance for doubtful accounts. We evaluate our allowance for doubtful accounts on a quarterly basis and review any significant customers with delinquent balances to determine future collectibility. We base our determinations on legal issues (such as bankruptcy status), past history, current financial and credit agency reports, and the experience of our credit representatives. We reserve accounts that we deem to be uncollectible in the quarter in which we make the determination. We maintain additional reserves based on our historical bad debt experience. We believe that, based on past history and our credit policies, the net accounts receivable are of good quality. A ten percent increase or decrease in our bad debt experience would not have a material impact on our results of operations. Our allowance for doubtful accounts was $6.4 million and $5.8 million as of July 1, 2006 and December 31, 2005, respectively.

Inventory obsolescence. We evaluate our reserve for inventory obsolescence on a quarterly basis and review inventory on-hand to determine future salability. We base our determinations on the age of the inventory and the experience of our personnel. We reserve inventory that we deem to be not salable in the quarter in which we make the determination. We believe, based on past history and our policies and procedures, that our net inventory is salable. A ten percent increase or decrease in our inventory obsolescence experience would not have a material impact on our results of operations. Our reserve for inventory obsolescence was $8.4 million and $8.5 million as of July 1, 2006 and December 31, 2005, respectively.

Medical insurance. We offer our employees medical insurance that is primarily self-insured by us. As a result, we accrue a liability for known claims as well as the estimated amount of expected claims incurred but not reported. We evaluate our medical claims liability on a quarterly basis and obtain an independent actuarial analysis on an annual basis. Based on our analysis, we believe that our recorded medical claims liability should be sufficient. A ten percent increase or decrease in our medical claims experience would not have a material impact on our results of operations. Our accrued liability for medical claims was $5.1 million, including reserves for expected medical claims incurred but not reported, as of July 1, 2006 and December 31, 2005.

Workers' compensation insurance. Starting in fiscal 2000, we converted the majority of our facilities to a large deductible program for workers' compensation insurance. On a quarterly basis, we evaluate our liability based on third-party adjusters' independent analyses by claim. Based on our analysis, we believe that our recorded workers' compensation liability should be sufficient. A ten percent increase or decrease in our workers' compensations claims experience would not have a material impact on our results of operations. Our accrued liability for workers' compensation claims was $4.3 million and $4.7 million as of July 1, 2006 and December 31, 2005, respectively.

Revenue recognition. Revenue from sales of products is recognized at the time product is shipped to the customer at which time title and risk of ownership transfer to the purchaser.

Impairments of Long-Lived Assets. In accordance with the methodology described in FASB Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," we review long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable. Impairment losses are recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. The impairment loss is measured by comparing the fair value of the asset to its carrying amount. No impairments were recorded in the financial statements included elsewhere in this prospectus.

Goodwill and Other Indefinite Lived Intangible Assets. In accordance with the methodology described in SFAS No. 142, Goodwill and Other Intangible Assets, we review our goodwill and other indefinite lived intangible assets for impairment whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable. Impairment losses are recorded when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. The impairment loss is measured by comparing the fair value of the asset to its carrying amount. In addition, we annually review our goodwill and other indefinite lived intangible assets for impairment. No impairments were recorded in the financial statements included elsewhere in this prospectus.

Deferred Taxes and Effective Tax Rates. We estimate the effective tax rates and associated liabilities or assets for each of our legal entities in accordance with FAS 109. We use tax-planning to minimize or defer tax liabilities to future periods. In recording effective tax rates and related liabilities and assets, we rely upon estimates, which are based upon our interpretation of United States and local tax laws as they apply to our legal entities and our overall tax structure. Audits by local tax jurisdictions, including the U.S. government, could yield different interpretations from our own and cause us to owe more taxes than originally recorded. For interim periods, we accrue our tax provision at the effective tax rate that we expect for the full year. As the actual results from our various businesses vary from our estimates earlier in the year, we adjust the succeeding interim periods' effective tax rates to reflect our best estimate for the year-to-date results and for the full year. As part of the effective tax rate, if we determine that a deferred tax asset arising from temporary differences is not likely to be utilized, we will establish a valuation allowance against that asset to record it at its expected realizable value.

Pension. Pension benefit costs include assumptions for the discount rate, retirement age, and expected return on plan assets. Retiree medical plan costs include assumptions for the discount rate, retirement age, and health-care-cost trend rates. These assumptions have a significant effect on the amounts reported. Periodically, we evaluate the discount rate and the expected return on plan assets in our defined benefit pension and retiree health benefit plans. In evaluating these assumptions, we consider many factors, including an evaluation of the discount rates, expected return on plan assets and the health-care-cost trend rates of other companies; our historical assumptions compared with actual results; an analysis of current market conditions and asset allocations; and the views of advisers. In evaluating our expected retirement age assumption, we consider the retirement ages of our past employees eligible for pension and medical benefits together with our expectations of future retirement ages. We believe our pension and retiree medical plan assumptions are appropriate based upon the above factors. A one percent increase or decrease in our health-care-cost trend rates would not have a material impact on our results of operations. Also, a one quarter percentage point change in our discount rate or expected return on plan assets would not have a material impact on our results of operations.

Based on a critical assessment of our accounting policies and the underlying judgments and uncertainties affecting the application of those policies, we believe that our consolidated financial statements provide a meaningful and fair perspective of Holdings and its consolidated subsidiaries. This is not to suggest that other risk factors such as changes in economic conditions, changes in material costs and others could not adversely impact our consolidated financial position, results of operations and cash flows in future periods.

Recent Acquisitions

On November 20, 2003, we acquired Landis for aggregate consideration of approximately $229.7 million, pursuant to which our wholly-owned subsidiary, Berry Plastics Acquisition Corporation IV, merged with and into Landis, and Landis became our wholly-owned subsidiary. The Landis Acquisition was funded through (i) the issuance of $85.0 million aggregate principal amount of the old notes, which resulted in gross proceeds of $95.2 million, (ii) aggregate net term loan borrowings of $54.1 million under our old senior secured credit facilities, after giving effect to the refinancing of our prior term loan, (iii) an aggregate common equity contribution of $62.0 million, consisting of contributions of $35.4 million by GS Capital Partners 2000, L.P. and its affiliates, $16.1 million by J.P. Morgan Partners Global Investors, L.P. and its affiliates, and an aggregate of $10.5 million from existing Landis shareholders and

(iv) cash on hand. We also agreed to acquire, for $32.0 million, four facilities that Landis leased from certain of its affiliates. Prior to the closing of the Landis Acquisition, we assigned our rights and obligations to purchase the four facilities owned by affiliates of Landis to an affiliate of W.P. Carey & Co., L.L.C. and then leased those four facilities from them.

On April 11, 2005, one of our subsidiaries, Berry Plastics de México, S. de R.L. de C.V., acquired all of the injection molding aerosol overcap and closure assets from Euromex Plastics, S.A. de C.V. ("Euromex"), an injection molding manufacturer located in Toluca, Mexico (the "Mexico Acquisition"), for aggregate consideration of approximately $8.2 million. The purchase was financed through borrowings under our revolving line of credit under our old senior secured credit facilities and cash on hand. The operations from the Mexico Acquisition have been included in our operations since the acquisition date.

On June 3, 2005, we acquired Kerr, a manufacturer and marketer of closures, bottles, vials, and tubes, for aggregate consideration of approximately $454.8 million, including direct costs associated with the acquisition. The operations from the Kerr Acquisition have been included in our operations since the acquisition date. The purchase price was financed through additional term loan borrowings under an amendment to our old senior secured credit facilities and cash on hand.

13 Weeks Ended July 1, 2006 (the "Quarter") compared to the 13 Weeks Ended July 2, 2005 (the "Prior Quarter")

Net Sales. Net sales increased 33% to $375.1 million for the Quarter from $282.9 million for the Prior Quarter. This $92.2 million increase included approximately $14.6 million or 5% due to the pass through of higher resin costs to our customers, increased base business volume of approximately $2.3 million or 1%, and acquisition volume of $75.3 million primarily attributable to the Kerr Acquisition or 27%. Our resin pounds sold, excluding acquired businesses, increased by 1% in the Quarter over the Prior Quarter. The following discussion in this section provides a comparison of net sales by business segment. Open top net sales increased $18.3 million from the Prior Quarter to $222.8 million for the Quarter. The increase in open top net sales was primarily a result of increased selling prices and base business volume growth in several of the division's product lines with significant volume growth in the thermoformed PP drink cup line of 26%. Closed top net sales increased $73.9 million from the Prior Quarter to $152.3 million for the Quarter. The increase in closed top net sales can be primarily attributed to net sales in the Quarter from the Kerr Acquisition of $75.3 million and increased selling prices on base business partially offset by softness in the overcaps and base closure businesses.

Gross Profit. Gross profit increased by $26.4 million to $75.8 million (20% of net sales) for the Quarter from $49.4 million (17% of net sales) for the Prior Quarter. This 53% dollar increase includes the combined impact of the additional sales volume noted above, productivity improvement initiatives, our financial and mechanical resin hedging programs, and the timing effect of the 5% increase in net selling prices due to higher resin costs passed through to our customers. The increase in gross profit percentage from 17% in the Prior Quarter to 20% in the Quarter can be primarily attributed to the 5% increase in net selling prices due to higher resin costs passed through to our customers and improvements in the margins of acquired businesses, partially offset by increased raw material costs. In addition, in the Prior Quarter, an expense of $0.7 million was charged to cost of goods sold related to the write-up and subsequent sale of Kerr's finished goods inventory to fair market value in accordance with purchase accounting. Significant productivity improvements were made since the Prior Quarter, including the installation of state-of-the-art equipment at several of our facilities. These productivity improvements were more than offset by increased costs from inflation such as higher energy prices.

Operating Expenses. Selling expenses increased by $2.1 million to $9.7 million for the Quarter from $7.6 million for the Prior Quarter principally as a result of increased selling expenses associated with higher sales, including the Kerr Acquisition, partially offset by cost reduction efforts. General and administrative expenses increased by $7.5 million from $9.5 million for the Prior Quarter to $17.0 million for the Quarter primarily as a result of general and administrative expenses from the Kerr Acquisition, increased accrued employee bonus expense, and $1.0 million of stock option expense recorded in the Quarter. Research and development expenses increased by $0.5 million over the Prior Quarter primarily due to the Kerr Acquisition and increased development efforts. Amortization of intangibles increased $3.3 million from the Prior Quarter to $5.3 million in the Quarter primarily due to the amortization of intangible assets from the Kerr Acquisition. Transition expenses related to integrating acquired businesses were $2.7 million and $0.4 million in the Quarter and Prior Quarter, respectively. This increase of $2.3 million is primarily due to costs associated with the Kerr Acquisition in the Quarter.

Interest Expense, Net. Net interest expense decreased $0.9 million to $22.5 million for the Quarter compared to $23.4 million for the Prior Quarter primarily due to a write off of unamortized deferred financing fees of $7.0 million as a result of an amendment to our old senior secured credit facilities in the Prior Quarter partially offset by interest expense on additional indebtedness utilized to finance the Kerr Acquisition.

Income Taxes. For the Quarter, we recorded income tax expense of $7.4 million or an effective tax rate of 43%. The effective tax rate is greater than the statutory rate due to the impact of state taxes and foreign location losses for which no benefit was currently provided. The increase of $5.0 million from $2.4 million in the Prior Quarter, or an effective tax rate of 57%, was primarily attributed to the increase in income before income taxes.

Net Income. Net income was $9.7 million for the Quarter compared to $1.8 million for the Prior Quarter for the reasons discussed above.

26 Weeks Ended July 1, 2006 (“YTD”) Compared to 26 Weeks Ended July 2, 2005 (“Prior YTD”)

Net Sales. Net sales increased $222.9 million, or 43%, to $731.1 million for the YTD from $508.2 million for the Prior YTD with an approximate 7% increase in net selling price due to higher resin costs passed through to our customers. Our base business volume, excluding selling price changes and acquired business, increased by approximately $3.6 million or 1% in the YTD over the Prior YTD. Including acquired business, on a pro forma basis, but excluding selling price changes, our total sales volume increased by approximately 3% in the YTD over the Prior YTD. Our resin pounds sold, excluding acquired businesses, increased by 1% in the YTD over the Prior YTD. The following discussion in this section provides a comparison by business segment. Open top net sales increased $40.7 million from the Prior YTD to $429.1 million for the YTD. The increase in open top net sales was primarily a result of increased selling prices and base business volume growth in several of the division’s product lines with significant volume growth in the thermoformed PP drink cup line of 24%. Closed top net sales increased $182.2 million from the Prior YTD to $302.0 million for the YTD. The increase in closed top net sales can be primarily attributed to net sales in the YTD from the Kerr Acquisition and Mexico Acquisition of $181.9 million and $1.8 million, respectively, and increased selling prices partially offset by softness in the overcaps and base closure businesses.

G*ross Profit*. Gross profit increased by $56.4 million to $147.1 million (20% of net sales) for the YTD from $90.7 million (18% of net sales) for the Prior YTD. This 62% dollar increase was primarily attributed to the increased sales volume noted above. The increase in gross profit percentage from 18% in the Prior YTD to 20% in the YTD can be primarily attributed to the 7% increase in net selling prices due to higher resin costs passed through to our customers as well as improvements in the margins of acquired businesses, partially offset by increased raw material costs. In addition, in the Prior YTD, an expense of $0.7 million was charged to cost of goods sold related to the write-up and subsequent sale of Kerr's finished goods inventory to fair market value in accordance with purchase accounting. Significant productivity improvements were made since the Prior YTD, including the addition of state-of-the-art injection molding, thermoforming and post molding equipment at several of our facilities.

Operating Expenses. Selling expenses increased by $5.2 million to $20.1 million for the YTD from $14.9 million for the Prior YTD principally as a result of increased selling expenses associated with higher sales partially offset by cost reduction efforts. General and administrative expenses increased $13.4 million from $18.4 million for the Prior YTD to $31.8 million for the YTD primarily as a result of general and administrative expenses from the Kerr Acquisition, increased accrued employee bonus expense, and $2.0 million of stock option expense recorded YTD. Research and development expenses increased by $1.4 million over the Prior YTD primarily due to the Kerr Acquisition and increased development efforts. An increase of amortization of intangibles of $6.9 million for the YTD from the Prior YTD is primarily due to the amortization of intangible assets from the Kerr Acquisition. Transition expenses related to integrating acquired businesses were $3.8 million and $0.7 million in the YTD and Prior YTD, respectively. This increase of $3.1 million is primarily due to costs associated with the Kerr Acquisition.

Interest Expense, Net. Net interest expense increased $7.3 million to $44.5 million for the YTD compared to $37.2 million for the Prior YTD primarily due to increased rates of interest on borrowings and increased borrowings to finance the Kerr Acquisition partially offset by a write off of unamortized deferred financing fees of $7.0 million as a result of an amendment to our old senior secured credit facilities in the Prior YTD.

Income Taxes. For the YTD, we recorded income tax expense of $14.7 million or an effective tax rate of 45%. The effective tax rate was greater than the statutory rate due to the impact of state taxes and foreign location losses for which no benefit was currently provided. The increase of $8.5 million from $6.2 million in the Prior YTD, or an effective tax rate of 53%, was attributed to the increase in income before income taxes.

Net Income. Net income was $17.9 million for the YTD compared to $5.6 million for the Prior YTD for the reasons discussed above.

Year Ended December 31, 2005 Compared to Year Ended January 1, 2005

Net Sales. Net sales increased 44% to $1,169.7 million in 2005 from $814.2 million in 2004. This $355.5 million increase included approximately $89.5 million or 11% due to the pass through of higher resin costs to our customers, increased base business volume of approximately $32.7 million or 4%, and acquisition volume of $233.3 million or 29%. In 2005, we reorganized our operations into two reportable segments: open top and closed top. The realignment occurred in an effort to integrate the operations of acquired businesses, better service our customers, and provide a more efficient organization. Prior periods have been restated to be aligned with the new reporting structure in order to provide comparable results. Open top net sales increased $116.4 million in 2005 primarily due to the higher selling prices noted above and strong base business volume growth. The open top division recorded base business volume growth in several product categories with the thermoformed drink cup product line volume increasing over 40% in 2005. Closed top net sales increased $239.0 million with the Kerr Acquisition and Mexico Acquisition providing closed top net sales of approximately $229.1 million and $4.2 million, respectively in 2005. The increase in closed top net sales was primarily a result of the Kerr Acquisition and Mexico Acquisition and increased selling prices on base business.

Gross Profit. Gross profit increased $51.4 million from $174.9 million (21% of net sales) in 2004 to $226.3 million (19% of net sales) in 2005. This increase of 29% includes the combined impact of the additional sales volume, productivity improvement initiatives, our financial and mechanical resin hedging programs, and the timing effect of the 11% increase in net selling prices due to higher resin costs passed through to our customers. This was partially offset by increased raw material costs and increased manufacturing costs primarily due to cost inflation. The decline in gross profit percentage from 21% in 2004 to 19% in 2005 can be attributed in part to the mathematical effect of the 11% increase in net selling prices due to higher resin costs passed through to our customers. Also, the historical margin percentage of the business acquired in the Kerr Acquisition was significantly less than our historical gross margin percentage, which reduced our consolidated margin percentage. In addition, an expense of $0.7 million was charged to cost of goods sold in 2005 related to the write-up and subsequent sale of Kerr’s finished good inventory to fair market value in accordance with purchase accounting. We have continued to consolidate products and business of recent acquisitions to the most efficient tooling and plant location, providing customers with improved products and customer service.

Operating Expenses. Selling expenses increased by $7.7 million to $34.1 million for 2005 from $26.4 million for 2004 principally as a result of increased selling expenses associated with higher sales partially offset by cost reduction efforts. General and administrative expenses increased from $38.5 million to $49.5 million in 2005. This increase of $11.0 million can be primarily attributed to general and administrative expenses from the Kerr Acquisition and increased accrued bonus expenses. Research and development costs increased $2.3 million to $6.1 million in 2005 primarily as a result of the Kerr Acquisition and increased development efforts. Intangible asset amortization increased from $6.5 million in 2004 to $15.6 million for 2005, primarily as a result of additional intangible assets resulting from the Kerr Acquisition. Other expenses were $5.2 million for 2005 compared to $5.8 million for 2004. Other expenses in 2005 primarily relate to transition expenses as a result of the Kerr Acquisition and Mexico Acquisition. Other expenses in 2004 include transition expenses of $4.0 million related to the Landis Acquisition and $1.8 million related to the shutdown and reorganization of facilities.

Interest Expense, Net. Net interest expense, including amortization of deferred financing costs and debt premium, for 2005 was $80.3 million (7% of net sales) compared to $53.2 million (7% of net sales) in 2004, an increase of $27.1 million. This increase is primarily attributed to a write off of unamortized deferred financing fees of $7.0 million as a result of an amendment to our old senior secured credit facilities, additional indebtedness utilized to finance the Kerr Acquisition, and increased rates of interest on borrowings.

Income Taxes. In 2005, we recorded income tax expense of $14.3 million, or an effective tax rate of 42%, compared to $17.7 million, or an effective tax rate of 44%, in 2004. The decrease of $3.4 million can be attributed to a decrease in net income before income taxes for the reasons stated above. The effective tax rate is greater than the statutory rate due to the impact of state taxes and foreign location losses.

Net Income. We recorded net income of $19.8 million in 2005 compared to $23.0 million in 2004 for the reasons stated above.

Year Ended January 1, 2005 Compared to Year Ended December 27, 2003

Net Sales. Net sales increased 48% to $814.2 million in 2004 from $551.9 million in 2003. This $262.3 million increase included approximately $23.5 million or 4% due to the pass through of higher resin costs to our customers, increased base business volume of approximately $29.5 million or 6%, and acquisition volume of $209.3 million or 38%. In 2005, we reorganized our operations into two reportable segments: open top and closed top. The realignment occurred in an effort to integrate the operations of acquired businesses, better service our customers, and provide a more efficient organization. Prior periods have been restated to be aligned with the new reporting structure in order to provide comparable results. Open top net sales increased $254.6 million in 2004 primarily due to the higher selling prices noted above, acquisition volume, and strong base business volume growth. The Landis Acquisition provided open top net sales of approximately $227.9 million in 2004 versus $20.1 million in 2003. Due to the movement of business between the acquired Landis facilities and our pre-existing facilities, the amount of sales related to the Landis Acquisition is estimated. The open top division recorded base business volume growth in several product categories with the thermoformed drink cup product line volume increasing over 93% in 2004. Closed top net sales increased $7.7 million primarily due to the higher selling prices noted above and increased volume in the U.S. closure product line.

Gross Profit. Gross profit increased $43.8 million from $131.1 million (24% of net sales) in 2003 to $174.9 million (21% of net sales) in 2004. This increase of 33% includes the combined impact of the additional sales volume, productivity improvement initiatives, and the timing effect of the 4% increase in net selling prices due to higher resin costs passed through to our customers partially offset by increased raw material costs. The historical margin percentage of the business acquired in the Landis Acquisition was significantly less than our historical gross margin percentage, which reduced our consolidated margin percentage. We have continued to consolidate products and business of recent acquisitions to the most efficient tooling, providing customers with improved products and customer service. As part of the Landis integration, in the fourth quarter of 2003, we closed our Monticello, Indiana facility, which was acquired in the Landis Acquisition. The business from this location was distributed throughout our facilities. In addition, we completed the integration of the Landis facilities in 2004 to our integrated computer software system. Also, significant productivity improvements were made on the base business in 2004, including the addition of state-of-the-art injection molding, thermoforming and post molding equipment at several of our facilities.

Operating Expenses. Selling expenses increased by $2.5 million to $26.4 million for 2004 from $23.9 million principally as a result of increased selling expenses associated with higher sales partially offset by cost reduction efforts. General and administrative expenses increased from $25.7 million to $38.5 million in 2004. This increase of $12.8 million can be primarily attributed to the Landis Acquisition and increased accrued bonus expenses. Research and development costs increased $0.3 million to $3.8 million in 2004 primarily as a result of the Landis Acquisition. Intangible asset amortization increased from $3.3 million in 2003 to $6.5 million for 2004, primarily as a result of additional intangible assets resulting from the Landis Acquisition. Other expenses were $5.8 million for 2004 compared to $3.6 million for 2003. Other expenses in 2004 include transition expenses of $4.0 million related to the Landis Acquisition and $1.8 million related to the shutdown and reorganization of facilities. Other expenses in 2003 include transition expenses of $1.5 million related to recently acquired businesses and reorganization of facilities, $1.1 million related to the shutdown of facilities, and $1.0 million related to an acquisition that was not completed.

Interest Expense, Net. Net interest expense, including amortization of deferred financing costs and debt premium, for 2004 was $53.2 million (7% of net sales) compared to $45.7 million (8% of net sales) in 2003, an increase of $7.5 million. This increase is primarily attributed to additional indebtedness utilized to finance the Landis Acquisition partially offset by decreased rates of interest on borrowings and debt principal reductions.

Income Taxes. In 2004, we recorded income tax expense of $17.7 million for income taxes, or an effective tax rate of 44%, compared to $12.5 million, or an effective tax rate of 49%, for fiscal 2003. The effective tax rate is greater than the statutory rate due to the impact of state taxes and foreign location losses for which no benefit was currently provided. The increase of $5.2 million over 2003 can be primarily attributed to improved operating performance.

Net Income. We recorded net income of $23.0 million in 2004 compared to $13.0 million in 2003 for the reasons stated above.

Income Tax Matters

As of December 31, 2005, we had unused operating loss carryforwards of $65.9 million for federal income tax purposes which begin to expire in 2012. Alternative minimum tax credit carryforwards of approximately $6.4 million are available to us indefinitely to reduce future years' federal income taxes. As a result of the Acquisition and Kerr Acquisition, the unused operating loss carryforward is subject to an annual limitation. We are in the process of finalizing the computation to determine the limitation due to the Acquisition and the Kerr Acquisition and have preliminarily estimated the aggregate limit as a result of the Acquisition and Kerr Acquisition to be approximately $29.6 million per year. As part of the effective tax rate calculation, if we determine that a deferred tax asset arising from temporary differences is not likely to be utilized, we will establish a valuation allowance against that asset to record it at its expected realizable value. Our valuation allowance against deferred tax assets was $6.7 million and $6.2 million as of December 31, 2005 and January 1, 2005, respectively.

Liquidity and Capital Resources

We are a highly leveraged company, having incurred substantial debt as part of the Acquisition, including the outstanding notes which we are hereby offering to exchange for the exchange notes, which will result in a significant increase in our interest expense in future periods. Payments required to service this indebtedness will substantially increase our liquidity requirements as compared to prior years. Our primary sources of liquidity are cash flow from operations and funds available under our senior secured credit facilities. We expect that ongoing requirements for debt service and capital expenditures will be funded from these sources of funds.

The Acquisition was funded with shareholders' equity and the following debt components:

· Proceeds from our issuance of $750.0 million aggregate principal amount of outstanding notes;

· New borrowings of $675.0 million in Term B loans and $20.0 million under the revolving credit facility, both as available under the senior secured credit facilities; and

· Proceeds from our issuance of $425.0 million aggregate principal amount of senior subordinated notes to Goldman.

As of September 20, 2006, we had $1,895.4 million of total indebtedness outstanding as follows (in $ millions):

	Total Debt at September 20, 2006	Short-Term Debt and Current Maturities of Long-Term Debt	Long-Term Portion
Senior secured credit facilities:			
Term B Loans	$ 675.0	$ 5.1	$ 669.9
Revolving Credit Facility	20.0	—	20.0
Senior Subordinated notes	425.0	—	425.0
Outstanding Notes	750.0	—	750.0
Capital Leases	25.4	6.3	19.1
	$ 1,895.4	$ 11.4	$ 1,884.0

We have a further $165.1 million available under the revolving credit facility, which is part of our senior secured credit facilities. Any borrowings under the revolving credit facility would be available to fund our working capital requirements, capital expenditures and for other general corporate purposes. The term B loans under the senior secured facilities require scheduled quarterly payments beginning in December 2006, each equal to 0.25% of the original principal amount of the loans for the first 6 years and 3 quarters. The remaining balance of the term B loans is due and payable in full in September 2013. The revolving credit facility is available until September 2012. The outstanding notes will, and if exchanged the exchange notes will, mature on September 15, 2014 and the senior subordinated notes will mature on September 15, 2016. Our senior secured credit facilities, the outstanding notes and the senior subordinated notes are guaranteed by substantially all of our existing, and certain of our future, domestic subsidiaries.

Our senior secured credit facilities contain various restrictive covenants. They prohibit us from prepaying indebtedness that is junior to such debt (subject to certain exceptions) and require us to maintain our secured leverage ratio below a maximum ratio. In addition, our senior secured credit facilities, among other things, limit our ability to incur indebtedness or liens, make investments or declare or pay dividends. The Indentures governing the notes and the senior subordinated notes, among other things: (i) limit our ability and the ability of our subsidiaries to incur additional indebtedness, incur liens, pay dividends or make certain other restricted payments and enter into certain transactions with affiliates; and (ii) place restrictions on our ability and the ability of our subsidiaries to merge or consolidate with any other person or sell, assign, transfer, convey or otherwise dispose of all or substantially all of our assets. However, all of these covenants are subject to significant exceptions. For more information, see “Description of Other Indebtedness” and “Description of the Notes.”

Our ability to make scheduled payments of principal, to pay interest on, or to refinance our indebtedness, including the outstanding notes or, if exchanged, the exchange notes, or to fund planned capital expenditures will depend on our ability to generate cash in the future. This ability, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

Based on our current level of operations, we believe that cash flow from operations and available cash, together with available borrowings under our senior secured credit facilities, will be adequate to meet our short-term liquidity needs.

We cannot assure you, however, that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our senior secured credit facilities in an amount sufficient to enable us to pay our indebtedness, including the outstanding notes or, if exchanged, the exchange notes, or to fund our other liquidity needs. If we consummate an acquisition, our debt service requirements could increase. We may need to refinance all or a portion of our indebtedness, including the outstanding notes or, if exchanged, the exchange notes, on or before maturity. In addition, upon the occurrence of certain events, such as a change of control, we could be required to repay or refinance our indebtedness. We cannot assure you that we will be able to refinance any of our indebtedness, including our senior secured credit facilities and the outstanding notes or, if exchanged, the exchange notes, on commercially reasonable terms or at all. See "Risk Factors—Risk Factors Related to an Investment in the Notes—We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness that may not be successful."

Contractual Obligations and Off Balance Sheet Transactions

As of December 31, 2005, after giving pro forma effect to the Acquisition, our contractual obligations would have included the following:

Pro Forma Contractual Obligations	Total	< 1 year	1-3 years	4-5 years	> 5 years
		Payments Due by Period at December 31, 2005 (dollars in thousands)			
Term B loans	$ 675,000	$ 6,750	$ 13,500	$ 13,500	$ 641,250
Revolving Credit Facility	20,000	—	—	—	20,000
Outstanding notes	750,000	—	—	—	750,000
Senior subordinated notes	425,000	—	—	—	425,000
Other long-term debt—capital leases	31,048	6,925	9,743	6,351	8,029
Interest on long-term debt obligations[1]	1,335,063	161,313	322,625	322,625	528,500
Operating lease obligations	187,804	25,015	40,797	33,157	88,835
Purchase obligations[2]	61,504	61,504	—	—	—
Totals	$ 3,485,419	$ 261,507	$ 386,665	$ 375,633	$ 2,461,614

(1) Based on long-term debt obligations outstanding as of July 1, 2006 after giving pro forma effect to the Acquisition.

(2) Represents open purchase commitments for purchases of resin and capital expenditures in the normal course of operations.

Cash Flow

Net cash provided by operating activities was $87.1 million for the YTD compared to $51.4 million for the Prior YTD. The increase of $35.7 million is primarily the result of improved operations as operating income before depreciation and amortization increased $46.2 million over the Prior YTD. Net cash provided by operating activities was $101.5 million in 2005 as compared to $75.2 million in 2004. This increase of $26.3 million can be primarily attributed to improved operating performance partially offset by increased working capital needs due to revenue growth and increased resin costs. Net cash provided by operating activities was $75.2 million in 2004 as compared to $79.8 million in 2003. This decrease of $4.6 million can be primarily attributed to increased working capital needs due to revenue growth, increased resin costs, and increased quantities of resin as a result of strategic prepurchases of resins partially offset by improved operating performance.

Net cash used for investing activities decreased from $498.7 million for the Prior YTD to $52.2 million for the YTD primarily as a result of the Kerr Acquisition in the Prior YTD. Capital spending of $52.2 million in the YTD included $6.1 million for buildings and systems, $14.2 million for molds, $22.4 million for molding and decorating machines, and $9.5 million for accessory equipment and systems. Net cash used for investing activities increased from $45.5 million in 2004 to $520.0 million in 2005 primarily as a result of the Kerr Acquisition and Mexico Acquisition in 2005. Our capital expenditure budget for 2006 is expected to be approximately $90.0 million, which includes a significant amount of expenditures for capacity additions and other growth opportunities across our business, as well as expenditures related to cost-saving opportunities and our estimated annual level of maintenance capital expenditures of approximately $22.0 million. Net cash used for investing activities decreased from $265.7 million in 2003 to $45.5 million in 2004 primarily as a result of the Landis Acquisition in 2003 and the receipt of $7.4 million in 2004 related to the working capital adjustment from the Landis Acquisition. In addition, Berry Plastics U.K. Limited, one of our foreign subsidiaries, sold the manufacturing equipment, inventory, and accounts receivable of its U.K. milk cap business to Portola Packaging U.K. Limited. The transaction valued at approximately $4.0 million closed in April 2004. The U.K. milk cap business represented less than $3.0 million of our annual consolidated net sales. Capital expenditures in 2005 were $57.8 million, an increase of $5.2 million from $52.6 million in 2004. Capital expenditures in 2005 included investments of $9.0 million for facility additions and renovations, production systems and offices necessary to support production operating levels throughout the company, $19.7 million for molds, $10.4 million for molding and decorating equipment, and $18.7 million for accessory equipment and systems.

Net cash used for financing activities was $24.6 million for the YTD compared to $452.7 million provided by financing activities in the Prior YTD. This change of $477.3 million can be primarily attributed to the financing obtained in connection with the Kerr Acquisition in the Prior YTD. In addition, in June 2006, we made a voluntary prepayment of $20.0 million on our old senior term loan facility. Net cash provided by financing activities was $443.2 million in 2005 as compared to cash used for financing activities of $55.7 million in 2004. The change can be primarily attributed to the financing of the Kerr Acquisition and Mexico Acquisition in 2005. Net cash used for financing activities was $55.7 million in 2004 as compared to cash provided by financing activities of $196.8 million in 2003. The change can be primarily attributed to the Landis Acquisition financing in 2003 and the voluntary prepayment of $45.0 million on our old senior term loans in 2004.

Increased working capital needs occur whenever we experience strong incremental demand or a significant rise in the cost of raw material, particularly plastic resin. However, we anticipate that our cash interest, working capital and capital expenditure requirements for 2006 will be satisfied through a combination of funds generated from operating activities and cash on hand, together with borrowings under our senior secured credit facilities. We base such belief on historical experience and the substantial funds available under our senior secured credit facilities. However, we cannot predict our future results of operations and our ability to meet our obligations involves numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section. In particular, increases in the price of resin which we are unable to pass through to our customers or significant acquisitions could severely impact our liquidity.

Interest Rate Sensitivity

We are exposed to market risk from changes in interest rates primarily through our senior secured credit facilities. Our senior secured credit facilities comprise of (i) a $675.0 million term loan and (ii) a $200.0 million revolving credit facility. Borrowings under our senior secured credit facilities bear interest, at our option, at either an alternate base rate or an adjusted LIBOR rate for a one-, two-, three- or six month interest period, or a nine- or twelve-month period, if available to all relevant lenders, in each case, plus an applicable margin. The alternate base rate is the mean the greater of (i) Credit Suisse's prime rate and (ii) one-half of 1.0% over the weighted average of rates on overnight Federal Funds as published by the Federal Reserve Bank of New York. The adjusted LIBOR rate is determined by reference to settlement rates established for deposits in dollars in the London interbank market for a period equal to the interest period of the applicable loan and the maximum reserve percentages established by the Board of Governors of the U.S. Federal Reserve to which our lenders are subject.

Resin Cost Sensitivity

We are exposed to market risk from changes in plastic resin prices that could impact our results of operations and financial condition. We purchased approximately $385.0 million of resin in fiscal 2005 with approximately 23% of our resin pounds, on a pro forma basis, being HDPE, 11% LDPE, 62% PP, 3% PET and 1% other. We have contractual price escalators and de-escalators tied to the price of resin with customers representing more than 60% of net sales that result in price increases/decreases to these customers in a relatively short period of time, typically quarterly. In addition, we have historically had success in passing through price increases and decreases in the price of resin to customers without indexed price agreements. Less than 10% of our net sales are generated from arrangements that exhibit fixed-price characteristics, and we have at times and may continue to enter into negotiated purchase agreements with resin suppliers to lock-in a level of profitability on these arrangements. We also opportunistically pursue resin forward hedging transactions in order to manage our resin spend and further align our costs with our prices to our customers. We can further seek to mitigate the effect of resin price movements through our ability to accommodate raw material switching for certain products between HDPE and PP as prices fluctuate and reducing the quantity of resin in certain of our products. We believe that using the methods described above we have a proven strategy for managing changes in resin prices as evidenced by our consistent profitability and earnings growth throughout recent periods of historically high resin volatility. We plan to pursue opportunities to purchase resin jointly with other Apollo portfolio companies which we anticipate should generate further benefits in terms of our ability to further manage our material.

Our plastic resin purchasing strategy is to deal with only high-quality, dependable suppliers, such as Basell, Chevron, Dow, ExxonMobil, Huntsman, Lyondell, Nova, Sunoco and Total. We believe that we have maintained strong relationships with these key suppliers and expect that such relationships will continue into the foreseeable future. The resin market is a global market and, based on our experience, we believe that adequate quantities of plastic resins will be available at market prices, but we can give you no assurances as to such availability or the prices thereof.

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BUSINESS

Our Company

We believe we are one of the world's leading manufacturers and suppliers of value-added plastic packaging products. We manufacture a broad range of innovative, high quality packaging solutions using our collection of over 1,500 proprietary molds and an extensive set of internally developed processes and technologies. Our principal products include open top containers, drink cups, bottles, closures and overcaps, tubes and prescription vials which we sell into a diverse selection of attractive and stable end markets, including food and beverage, healthcare, personal care, quick service and family dining restaurants, custom and retail. We sell our packaging solutions to over 12,000 customers comprised of a favorable balance of leading national blue-chip customers as well as a collection of smaller local specialty businesses. We believe that our proprietary tools and technologies, low-cost manufacturing capabilities and significant operating and purchasing scale provide us with a competitive advantage in the marketplace. Our unique combination of leading market positions, proven management team, product and customer diversity and manufacturing and design innovation provides access to a variety of growth opportunities and has allowed us to achieve consistent organic volume growth in excess of market growth rates.

We operate in the plastic packaging segment of the $109 billion U.S. packaging sector, which accounted for $39 billion, or 36%, of total U.S. packaging industry sales in 2003. Demand for plastic packaging products is driven by the consumption of consumer products including food, beverages, pharmaceuticals and personal care products. The U.S. plastic packaging industry is expected to grow 5.2% per year to $65 billion in sales, or 43% of the total U.S. packaging market, by 2013. According to Freedonia, while the packaging industry as a whole is expected to grow at 3.4% per year, plastic packaging has and is expected to continue to outpace the growth of other packaging types as a result of conversions from paper, metal and glass to plastic due to cost and performance advantages. These advantages include plastic's inherent weight benefits, shatter resistance, barrier properties, printability, strength, resistance to rust and ease of dispensing. In addition, further growth in plastic packaging has been enhanced by technological advances that continue to reduce product costs, enhance plastic performance and improve graphics characteristics.

Our Strengths

We believe that our consistent financial performance is the direct result of the following competitive strengths:

Leading positions across a broad product offering. Through quality manufacturing, innovative product design, a focus on customer service and a skilled and dedicated workforce, we have achieved leading competitive positions in the majority of our major product lines including thinwall, pry-off, dairy and clear PP containers; drink cups; spice and pharmaceutical bottles and prescription vials; and spirits, continuous thread and pharmaceutical closures. We believe that our leading market positions enable us to attract blue chip customers, cross-sell products, launch new products and maintain high margins relative to our competitors.

Large, diverse and stable customer base. We sell our products to over 12,000 customers in a diverse base of industries, including pharmaceuticals, food, dairy and health and beauty. Our top 10 customers accounted for less than 30% of net sales and our largest customer accounted for less than 7% of net sales for fiscal 2005. Our co-design capabilities and proactive approach to customer service makes us an integral part of our customers' long-term marketing and packaging decisions. This commitment to service and quality has resulted in numerous single-source and long-term relationships. For example, the average term of our relationships with our top 10 customers is 21 years. We have received numerous service, quality and package design awards from customers including Alberto Culver, Bayer, Clorox, Kraft and Perseco (McDonald's).

Strong organic growth through continued focus on best-in-class technology and innovation. We believe that our manufacturing technology and expertise are among the best in the industry and that we are a leader in manufacturing expertise and new product innovation, as evidenced by our offering of an extensive proprietary product line of value-added plastic packaging in North America. We currently own over 1,500 proprietary molds and have pioneered a variety of production processes such as what we believe to be the world's largest deep draw PP thermoforming system for drink cups. Other recent examples of product design successes include an innovative prescription package for Target Stores, a proprietary flip-top closure for tubes and our Vent Band™ compression closure for isotonic beverages (*e.g.*, Gatorade®). This skill set has allowed us to consistently achieve annual organic volume growth in excess of market growth rates. We focus our research and development efforts on high value-added products that offer unique performance characteristics and provide opportunities to achieve premium pricing and further enhance our strategic position with our customers. Our sales force of over 100 dedicated professionals works collaboratively with our customers' marketing departments in identifying and delivering new package designs.

Scale and low-cost operations drive profitability. We are one of the largest domestic manufacturers and suppliers of plastic packaging products and we believe we are one of the lowest cost manufacturers in the industry. We believe our size enables us to achieve superior operating efficiencies and financial results through several scale-driven advantages. Our large, high volume equipment and flexible, cross-facility manufacturing capabilities result in lower unit-production costs than many of our competitors as we can leverage our fixed costs, higher capacity utilization and longer production runs. Our scale also enhances our purchasing power and lowers our cost of raw materials such as resin. In addition, as a result of the strategic location of our 25 manufacturing facilities and our national footprint of several warehouse and distribution facilities which are located near our customers, we have broad distribution capabilities, which reduce shipping costs and allow for quick turnaround times to our customers. In addition, each of our over 240 managers is charged with meeting specific productivity improvement targets each year, with a material amount of their compensation tied to their performance versus these targets.

Ability to pass through changes in the price of resin. We have generally been able to pass through to our customers increases in costs of raw materials, especially resin, the principal raw material used in manufacturing our products. Historically, we have consistently grown our earnings even during periods of volatility in raw material markets. We have contractual price escalators/de-escalators tied to the price of resin with customers representing more than 60% of net sales that result in relatively rapid price adjustments to these customers. In addition, we have experienced high success rates in quickly passing through increases and decreases in the price of resin to customers without indexed price agreements. We plan to pursue opportunities to purchase resin jointly with other Apollo portfolio companies which we anticipate should generate further benefits in terms of our ability to further manage our material.

Track record of strong, stable free cash flow. Our strong earnings, combined with our modest capital expenditure profile, limited working capital requirements and relatively low cash taxes due to various tax attributes result in the generation of significant free cash flow. We have a consistent track record of generating high free cash flow as a percentage of net sales relative to our plastic packaging peers. In addition, the capital expenditures required to support our targeted manufacturing platforms and market segments is lower than in many other areas of the plastic packaging industry.

Motivated management team with highly successful track record. We believe our management team is among the deepest and most experienced in the packaging industry. Our 12 senior executives possess an average of 20 years of packaging industry experience, and have combined experience of over 236 years at Berry. The senior management team includes President and CEO Ira Boots, who has been with us for 28 years, and COO Brent Beeler and CFO Jim Kratochvil, who have each been with us for over 21 years. This team has been responsible for developing and executing our strategy that has generated a track record of earnings growth and strong free cash flow. In addition, management has successfully integrated 22 acquisitions since 1988, and has generally achieved significant reductions in manufacturing and overhead costs of acquired companies by introducing advanced manufacturing processes, reducing headcount, rationalizing facilities and tools, applying best practices and capitalizing on economies of scale. Members of our senior management team and certain other employees own approximately 23% of the equity of Berry Plastics Group on a fully diluted basis.

Our Strategy

Our goal is to maintain and enhance our market position and leverage our core strengths to increase profitability and maximize free cash flow. Our strategy to achieve these goals includes the following elements:

Increase sales to our existing customers. We believe we have significant opportunities to increase our share of the packaging purchases made by our over 12,000 existing customers as we expand our product portfolio and extend our existing product lines. For example, our open top and closed top divisions are penetrating new markets with new products such as plastic ice cream containers, thermoformed PP containers in the prepared foods and deli packaging market, extruded bottles for shaving can systems in the shave gel market, and plastic pry-off containers in the home improvement market. We believe our broad and growing product lines will allow us to capitalize on the corporate consolidation occurring among our customers and the continuing consolidation of their vendor relationships. With our extensive manufacturing capabilities, product breadth and national distribution capabilities, we can provide our customers with a cost-effective, single source from which to purchase a broad range of their plastic packaging needs. For example, we were recently awarded all the cultured dairy container business from Dean Foods, in addition to the single source position we already maintain with respect to Dean Foods frozen foods plastic packaging.

Aggressively pursue new customers. We intend to aggressively pursue new customer relationships in order to drive additional organic growth. We believe that our national direct sales force, our ability to offer new customers a cost-effective, single source from which to purchase a broad range of plastic packaging products and our proven ability to design innovative new products position us well to continue to grow and diversify our customer base. For example, our proprietary deep draw polypropylene thermoforming technology has allowed us to recently add Yum! Brands as a customer.

Manage costs and capital expenditures to drive free cash flow and returns on capital. We continually focus on reducing our costs in order to maintain and enhance our low-cost position. We employ a team culture of continuous improvement operating under an ISO management system and employing Six Sigma throughout the organization. Our principal cost-reduction strategies include (i) leveraging our scale to reduce material costs, (ii) efficiently reinvesting capital into our manufacturing processes to maintain technological leadership and achieve productivity gains, (iii) focusing on ways to streamline operations through plant and overhead rationalization and (iv) monitoring and rationalizing the number of vendors from which we purchase materials in order to increase our purchasing power. Return on capital is a key metric throughout the organization and we require that capital expenditures meet certain return thresholds, which encourages prudent levels of spending on expansion and cost saving opportunities.

Selectively pursue strategic acquisitions. In addition to the significant growth in earnings and cash flow we expect to generate from organic volume growth and continued cost reductions, we believe that there is an opportunity for future growth through selective and prudent acquisitions. Our industry is highly fragmented and our customers are focused on working with a small set of key vendors. We have a successful track record of executing and integrating acquisitions, having completed 22 acquisitions since 1988, and have developed an expertise in synergy realization. We intend to continue to apply a selective and disciplined acquisition strategy, which is focused on improving our financial performance in the long-term and further developing our scale and diversity in new or existing product lines.

Products, Markets and Customers

The product categories on which we focus utilize similar manufacturing processes, share common raw materials (principally PP and PE resin) and sell into end markets where customers demand innovative packaging solutions and quick and seamless design and delivery. We organize our business into two operating divisions: open top and closed top.

The following table displays our net sales by division for each of the past five fiscal years. Additional financial information about our business segments is provided in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Notes to Consolidated Financial Statements”, which are included elsewhere in this prospectus.

($ in millions)	2001	2002	2003	2004	2005
Open Top	$ 329.3	$ 360.4	$ 404.6	$ 659.2	$ 775.7
Closed Top	132.4	133.9			