

Company name  
Headline

**Beverage Packaging  
Notice**

RNS Number : 1760A  
Beverage Packaging Hldgs Luxembourg  
27 January 2011

**January 26, 2011**

**IRISH STOCK EXCHANGE**

**COMPANY ANNOUNCEMENT**

**Reynolds Group Holdings Limited**

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

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

**Beverage Packaging Holdings (Luxembourg) II S.A.** (the "Company") announced today the intention of its parent company, Reynolds Group Holdings Limited ("RGHL"), acting through one or more of its subsidiaries, to offer \$500 million of senior secured notes and \$500 million senior notes with a ten year term. The proceeds of the offering are expected to be used to repay existing indebtedness. There can be no assurance that RGHL will be able to complete the proposed offering.

This Company announcement is not an offer to sell or a solicitation of an offer to purchase any indebtedness raised in respect of the offering in the United States and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful. The notes have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons absent registration or an applicable exemption from registration requirements. Any public offering of the notes to be made in the United States will be made by means of a prospectus that may be obtained from any issuer of the notes and that will contain detailed information about management, RGHL, its consolidated subsidiaries and BPII, any issuer of the notes as well as applicable financial statements.

**Forward-Looking Statements:**

This press release may contain "forward-looking statements." Forward-

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

Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the cautionary statements referred to above.

**Enquiries:**

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

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