

New York State Department of Environmental Conservation

Division of Environmental Remediation

Office of the Director, 12th Floor

625 Broadway, Albany, New York 12233-7011

Phone: (518) 402-9706 • Fax: (518) 402-9020

Website: www.dec.ny.gov



Joe Martens
Commissioner

July 29, 2013

Pactiv LLC
Attn: Mr. Steven R. Karl
1900 West Field Court
Lake Forest, IL 60045

Berry Plastics Corporation
Mr. Jason Green, Esq.
Executive Vice President – General Counsel
101 Oakley Street
Evansville, Indiana 47706



Re: BCA Amendment
BCP Site No.: C859025
BCP Site Name: Macedon Films
Amendment No. 1

Dear Applicants:

This letter is forwarded to your attention in response to the amendment application submitted to amend the Brownfield Cleanup Agreement (“BCA” or “Agreement”) signed on October 14, 2004. The amendment application is dated July 10, 2013 and was determined complete by the New York State Department of Environmental Conservation (the “Department”) on May 24, 2013. The application requests that the above referenced BCA be amended to add Berry Plastics Corporation as a Volunteer to the BCA.

The above request is hereby granted and incorporated into and is enforceable pursuant to the subject Agreement effective the date of this letter. Additionally, Paragraph XII(A)(I) of the BCA is hereby amended to add the contact information for the following contacts:

Pactiv LLC
Marcus Merriman
261 Brickyard Rd.
Canandaigua, NY 14424
mmerriman@pactiv.com

Berry Plastics Corporation
Mr. Jason Green, Esq.
Executive Vice President – General Counsel
101 Oakley Street
Evansville, Indiana 47706

This Amendment is made in accordance with and subject to all of the BCA and all applicable guidance, regulations and state laws applicable thereto. All other substantive and procedural terms of the Agreement will remain unchanged and in full force and effect regarding the parties to the Agreement.

Please have authorized representatives counter sign this letter to acknowledge acceptance of the Amendment, **along with submitting proof that the new party executing the BCA Amendment are authorized to bind the Requestors.** Please print this Amendment, have it signed, and send the original, with signatures, back to my attention at:

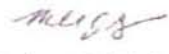
New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway, 12th Floor
Albany, New York 12233-7011

Please keep a copy of the countersigned letter as proof of the BCA Amendment.

Nothing contained herein constitutes a waiver by the Department or the State of New York of any rights held in accordance with the Agreement or any applicable state and/or federal law or a release for any party from any obligations held under the Agreement or those same laws.

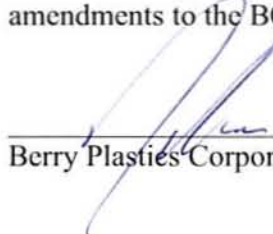
Please contact me if you have any questions in this regard. Thank you for your assistance in this matter.

Sincerely,



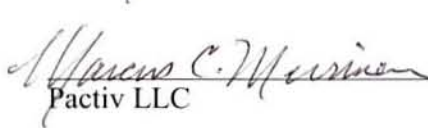
for
Robert Schick, P.E., Director
Division of Environmental Remediation

The following Applicants, in signing this letter, do hereby acknowledge and accept the amendments to the BCAs as set forth above:


Berry Plastics Corporation

7/30/13
Date

Jason K. Green
By: Name – please print


Pactiv LLC

8/6/13
Date

Marcus C. Merriman
By: Name – please print

cc: Michael Ryan, DEC
Michael Cruden, DEC
Joseph White, DEC
Jason Pelton, DEC
Bart Putzig, DEC
Benjamin Conlon, DEC
Andrew Guglielmi, DEC
Yvonne Ward, DEC
Kelly Lewandowski, DEC
Sue Bolesky, DEC
Marcus Merriman, mmerriman@pactiv.com
Ray Reott, rreott@reottlaw.com
Barry Kogut, Esq., bkogut@bsk.com
Helen Moore, helenmoore@berryplastics.com



101 Oakley Street
P.O. Box 959 (47706-0959)
Evansville, Indiana 47710
Tel: (812) 424-2904
Fax: (812) 424-0128

July 30, 2013

RE: Certification of Officer of Berry Plastics Corporation

To Whom It May Concern:

The undersigned, Chief Financial Officer, Assistant Secretary and Assistant Treasurer of Berry Plastics Corporation (the "Company") and every one of its subsidiaries DOES HEREBY CERTIFY that:


1. The following named individual is duly elected or appointed, qualified and acting officer and representative of the Company.

| <u>Name</u> | <u>Title</u> |
|-----------------|---|
| Jason K. Greene | Secretary, General Counsel and Executive Vice President |

2. Mr. Greene is duly authorized to execute and deliver legal, financial and other related legal documents and agreements on behalf of the Company.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed on its behalf by the undersigned on this 30th day of July, 2013.

BERRY PLASTICS CORPORATION

By: 
James M. Kratochvil
Chief Financial Officer, Assistant Secretary and
Assistant Treasurer



Pactiv Corporation
2651 Brickyard Road
Canandaigua, NY 14424-7990

August 6, 2013

Mr. Robert Schick, Director Division of Environmental Remediation
New York State Department of Environmental Conservation
Division of Environmental Remediation
625 Broadway, 12th Floor
Albany, New York 12233-7011



RE: BCA Amnedment
BCP Site No.: C859025
BCP Site Name: Macedon Films
Amendment No. 1

Dear Mr Schick,

Please find the signed acceptance of the BCA amendment for BCP No. C859025, Macedon Films, by Pactiv LLC and Berry Plastics Corporation, to add Berry Plastics Corportation as a volunteer to the BCA. The authorization for the Berry Plastics representative, Jason K Greene, is also included. Please note that Mr. Greene's last name is spelled with an "e" at the end. This was added in on the BCA amendment acceptance letter in the contacts block.

Sincerely,

A handwritten signature in cursive script that reads "Marcus Merriman".

Marcus Merriman
Pactiv Remediation Manager

cc: Ray Reott – Law Offices of Ray Reott, LLC
Tim Sheehan – Pactiv
Helen Moore – Berry Plastics
Barry Kogut – Bond, Schoeneck & King, PLLC