



**BERRY PLASTICS CORPORATION
AND SUBSIDIARIES
CODE OF BUSINESS ETHICS**

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POLICY

The policy of Berry Plastics Corporation and subsidiaries (hereinafter collectively referred to as “Berry” or the “Company”) is to conduct its business in accordance with the highest ethical, moral, and legal standards, efficiently, in good faith, with due care, and in the best interests of Berry, its employees and owners. Each employee has a primary duty to act at all times to uphold these standards and to act with honesty, integrity and fairness and without actual or apparent conflict of interest.

The Berry Plastics Code of Business Ethics (“Code”) is not intended to be exhaustive and cannot address every possible situation that may arise, but all employees are expected to conduct themselves in the performance of their jobs in a manner consistent with high ethical, moral, and legal standards. **Compliance with policy and the Code is the responsibility of each employee of Berry and is, in fact, a condition of employment.** It is the responsibility of all employees to regularly review their knowledge and understanding of this Code and to uphold these standards in their daily business conduct.

Berry’s policy is to comply with all applicable laws and regulations relating to its business. If an employee has any questions concerning the application or interpretation of a law or regulation, the employee should first seek the advice of his or her immediate supervisor or department head and thereafter the Ethics Committee who will make a determination whether to consult company legal counsel and/or the Audit Committee.

All employees must accept responsibility for maintaining and enhancing Berry’s reputation for integrity and fairness in its business dealings. In its everyday business transactions, Berry must be seen to be dealing even-handedly and honestly with all of its customers, suppliers, employees and others with whom Berry has a relationship.

In the sections which follow, principles, definitions and guidelines are set forth concerning major areas of attention.

DEFINITIONS

For the purpose of this Code, capitalized terms below shall have the meaning set forth:

“Audit Committee” shall mean the Audit Committee of the Board of Directors of Berry Plastics Corporation.

“Berry” shall mean Berry Plastics Corporation and each of its foreign and domestic subsidiaries.

“Code” shall mean this Code of Business Conduct and Ethics.

“Ethics Committee” shall mean the three (3) person committee appointed by the Audit Committee charged with the responsibility of implementing and enforcing this Code.

“CEO” shall mean the Chief Executive Officer of Berry Plastics Corporation.

“Prospective Transaction” shall mean a potential acquisition, business transaction or investment that Berry is, or may be, contemplating with respect to an unaffiliated third party.

CONFLICTS OF INTEREST

Employees have a duty to be free from the influence of any conflicting interest when they represent Berry. They are expected to deal with customers, suppliers, vendors, and all others doing business with Berry on the basis of what is in the best interest of Berry without favor or preference based on personal considerations. Berry respects its employees' rights of privacy in both their personal and financial affairs. However, these rights must be balanced against the interests of Berry in maintaining its reputation for the highest standards of business ethics and conduct. Employees are expected to avoid situations in which their personal and financial affairs may be, or have the appearance of being, in conflict with the employee's obligation to always act in the best interests of Berry without being influenced by personal considerations.

Except as described below, an employee shall not have a material financial interest in, be employed by, consult with, or be a director or an official in an equivalent position of, any person (which includes a firm, corporation, partnership, limited liability company, trust and other forms of entities as well as individuals) which competes with Berry or supplies products or provides services to, or is a customer of Berry without disclosing such relationship to the Ethics Committee and, if required by the Ethics Committee, receiving written permission from the CEO to continue such relationship, except an employee may own fewer than 5% of the outstanding shares or other securities of a company whose shares or other securities are registered under the Securities Exchange Act of 1934. If there are no reasonable alternative sources for the products or services required by Berry other than from a Person in which an employee has a financial or personal interest, the employee's superior may authorize Berry to do business with such Person on a competitive basis and shall notify the Ethics Committee of the circumstances of such authorization.

If an employee selects a supplier to Berry that employs a friend or relative with whom the employee has a close personal relationship and who is a substantial owner of the supplier or will derive direct economic benefit from the transaction, the employee shall inform the Ethics Committee of such relationship and take extraordinary care to assure that such selection is based solely on competitive quality, price and service. To avoid the appearance of favoritism or a conflict of interest, whenever practical, the responsibility for the terms and conditions of the transaction may be delegated to another Berry employee.

An employee shall not acquire the securities or units of ownership of a Person which the employee knows is a Prospective Transaction without first disclosing such acquisition to the Ethics Committee, and each employee must understand that such activity may be a violation of state and federal securities laws. If an employee has the authority to recommend, or decide whether Berry shall make the Prospective Transaction, or occupies a position with Berry involving the evaluation of the Prospective Transaction in which he or she has a financial or personal interest, the employee shall promptly notify the Ethics Committee of his or her financial or personal interest.

An employee shall not use or disclose any confidential or non-public information about Berry's intention to acquire, invest or enter into business relationships with any unaffiliated third party, except for disclosure to those Berry employees who have the need to know in order to perform their duties; nor shall an employee disclose trade secrets, proprietary product information, or confidential financial data of Berry to any Person, other than authorized Berry employees, or as required by law, irrespective of whether knowledge of such information and data is acquired as a result of his or her duties and responsibilities, or is otherwise acquired.

GIFTS AND ENTERTAINMENT

Gifts offered to or exchanged by employees of different companies vary greatly. They can range from widely distributed advertising novelties of nominal value, which an employee may give or accept under appropriate circumstances, to bribes, which absolutely may not be given or accepted. No employee or member of employee's immediate family may request, or accept from a supplier, government agency or any other organization anything (including money or gifts) that could reasonably be construed to influence our business relationships. Gifts include not only cash and material goods, but also services, promotional premiums or discounts on personal purchases of goods and services. In addition, no employees shall solicit or accept a loan from any Person or from any financial institution doing, or seeking to do, business with Berry, unless such loan is made at the prevailing interest rates and terms for individual borrowers similarly situated. Employees shall not use their position as a Berry employee for personal gain.

Federal law prohibits the offer, promise, or gift of anything of value to an employee, agent, or official of the federal government if made with intent to influence such individual within his or her area of responsibility. A number of state and other governmental subdivisions have similar laws and regulations. In order to avoid any appearance of impropriety, or illegality, Berry has adopted a policy of prohibiting entertainment of and gifts, gratuities, and favors to federal, state and local government employees, agents, or officials.

PROPRIETARY INFORMATION OR TRADE SECRETS

No employee shall use or disclose any information concerning Berry's businesses to any Person or to other Berry employees who have no need to know such information which (1) is unavailable to the public and (2) a reasonable Person would deem important in determining his, her or its course of action in dealing with or competing against Berry, except in the performance of an employee's duties and responsibilities.

PERSONAL USE OF BERRY RESOURCES

An employee shall not use or allow others to use funds, proprietary business and technical information of the Company (or third parties in the Company's possession), employees, facilities, materials or equipment of Berry for personal purposes which are unrelated to, or not intended to further the businesses of Berry, unless prior approval is obtained from the executive (or such executive's designee) who is accountable and responsible for the Berry property proposed to be used.

RECORDKEEPING

The integrity of Berry's financial, medical and occupational recordkeeping is based upon the validity, accuracy, and completeness of the basic information supporting the entries made in the Company's records. Outside of human error, false, improper, fraudulent, misleading, or artificial entries are not permitted regardless of purpose. Employees may not access Berry records, including employee information, unless it is an authorized part of their job function at Berry.

The integrity of Berry's computer databases is based upon the validity, accuracy, and completeness of the entries made to each database and of the programs and files that exist in the system. False, improper, fraudulent, misleading, or artificial entries or improper development or maintenance of programs and files are not permitted regardless of purpose. Changes to computer programs, software or hardware (unless it is inherent to your job description) require the prior approval of the Berry official in charge of computer systems.

FINANCIAL AND ACCOUNTING PRACTICES AND CONTROLS

Every employee shall report any knowledge or suspicion of instances where (1) a transaction is about to, or has been executed on behalf of Berry by an employee or agent of Berry which was not in accordance with management's specific or general authorization, with respect to that specific category of transaction, as specified in the system of accounting controls of Berry; (2) a transaction was not recorded on the books, records and accounts, the result of which would not permit its financial statements to be prepared in conformity with general accepted accounting principles and would not maintain the accountability of Berry's assets; (3) access to Berry's assets was given to, or taken by, an employee or agent of Berry which was not in accordance with management's general or specific authorization as specified in the system of internal accounting controls of Berry or (4) the recorded accountability for certain Berry assets are not compared with the existing assets at such intervals as specified in the system of internal accounting controls of Berry, or appropriate entries were not made on the books, records and accounts of Berry, if such comparisons indicate differences.

Any employee shall report any knowledge or suspicion of any instance where Berry or any individual acting on behalf of Berry, maintains a bank account for or on behalf of Berry in a name other than Berry's name, or of a corporate bank account whose existence is not known to the appropriate financial officers of Berry, or is not reflected in the books and records of Berry.

An employee shall give full and accurate information in response to any inquiry by an internal auditor, or accountant, or a representative of Berry's independent accountant and shall provide such auditors and accountants all records and documents requested by them.

POLITICAL AFFAIRS

It is the policy of Berry to maintain a continuing interest in political governmental affairs at the national, state, or local levels, concentrating on those matters bearing on the interest of the Company. Berry will continue to develop friendly working relationships with elected representatives and government officials so that mutual interest may be developed from time to time, but the Company and its employees must not engage in any conduct which would improperly influence or even give the appearance of improperly influencing a legislator or other government employee in the performance of his or her duties. No Berry funds will be used to make contributions or expenditures in connection with any election or political activity unless consistent with applicable law and appropriate for business purposes.

INTERNATIONAL BUSINESS PRACTICES

Employees will comply with the letter and spirit of the Foreign Corrupt Practices Act and other U.S. and international laws and regulations which govern international business relationships and practices, even if they seem inconsistent with local practice in foreign countries, or would place the Company at a competitive disadvantage.

An employee shall not offer anything of value (e.g., gifts, entertainment) directly or indirectly to any government official, department or agency, except where such gift, payment or favor could not reasonably be construed to be a "bribe, payoff or deal," and where public awareness of the event would not embarrass Berry or the recipient.

An employee shall seek legal counsel upon receipt of any boycott-related requests for information or action from a customer located in a boycotting country.

An employee shall abide by import and export controls as they relate to Berry's business and products.

An employee shall consult the legal department when doing business with countries that may be regarded as "unfriendly" or "sanctioned" by the U.S. Government.

An employee shall apply Berry's standards of financial control, ethics and conduct internationally, even in foreign countries where culture or common practice might indicate that lower standards of conduct are acceptable.

OCCUPATIONAL SAFETY AND HEALTH

Berry recognizes its commitment to provide a safe workplace and environment for its employees at its facilities, free from recognized hazards, which cause or are likely to cause death, serious physical injury or illness to its employees. It is the responsibility of all employees of Berry to safeguard the workplace from recognized hazards and unhealthy working conditions.

Management employees shall take, and shall require all employees under their supervision, to take the necessary actions to comply with all occupational safety and health standards, rules, regulations and orders issued under the Occupational Safety and Health Act of 1970 and under any other applicable occupational safety and health laws. Employees are required to conduct their activities in the workplace in a manner that will not endanger the welfare and health of themselves or their fellow employees. Employees shall report all unsafe and unhealthy conditions, near miss incidents, and injuries or illness which occur in the workplace or on the job, to their supervisor, or the employee responsible for managing the safety and health programs, or to a human resources official or the plant manager.

ENVIRONMENTAL COMPLIANCE

Berry recognizes its commitment to protect and whenever practicable, enhance the quality of the environment in which Berry conducts business. Consequently, all Berry employees have the responsibility to safeguard the quality of the environment wherever Berry conducts its businesses. Employees and agents acting on behalf of Berry are expected to (i) comply with the applicable federal, state and local environmental laws and regulations; (ii) operate the businesses of Berry in a manner which protects the quality of the environment, with due consideration of the environmental impact of business decisions; (iii) conserve energy consumed in the operations of the businesses; (iv) minimize the creation of hazardous waste products and assure that waste is disposed of through safe and responsible methods, and (v) not knowingly expose its employees and the public to hazardous or toxic substances. No employee or agent of Berry shall engage in conduct, or authorize or condone conduct, that does not comply with such environmental laws and regulations, and that does not conform with the environmental policy set forth herein.

HARASSMENT

Berry is committed to providing a workplace that is respectful and free from all forms of unlawful harassment. Our commitment to fairness and mutual respect precludes harassment of our people as well as candidates for employment and our suppliers and customers. We expect that all relationships among persons in the workplace are business-like and free of bias, prejudice and harassment. Harassment occurs when unwelcome conduct (including sexual or racial harassment and intimidation) creates a hostile or offensive work environment or is implied to be a factor in employment or advancement decisions.

We do not tolerate harassing actions, comments, inappropriate physical contact, sexual advances, or any other conduct that is intimidating or otherwise offensive or hostile. Incidents of harassment must be reported immediately to management.

REPORTING OFFENSES

There is no circumstance in which criminal conduct by a Berry employee or agent will be considered to be within the scope of his or her employment or authority. Because the distinction between criminal conduct and conduct which may violate a civil statute is not always clear, if an employee knows of any act or activity by another employee or agent which violates, or which appears to violate, any provision of the Code, the employee is encouraged to report such conduct. Reports can be made through established reporting relationships or through the confidential reporting procedures described below.

No retribution or retaliation shall be taken against any Berry employee who reports a violation of the Code based on a good faith belief that a Berry employee or agent has violated, or is about to violate the Code. Any Berry employee who shall take (or attempts to take) retaliatory action against an employee that reports a violation of this Code shall be subject to appropriate disciplinary action, including termination of employment.

CONFIDENTIAL REPORTING PROCEDURE

If an employee has any questions or concerns about compliance with the subjects described in this Code or is unsure of what the “right thing” to do, they should talk with their supervisor, manager or human resources manager or any Berry executive. If these alternatives are not practical or do not adequately address such employee’s questions or concerns, the employee should contact any member of the Ethics Committee to report their concerns. The report to the Ethics Committee will be investigated and, if verified, appropriate disciplinary action up to and including dismissal will be taken against any employee who has violated the Code. However, it is against this Code for any employee to attempt to harm another employee through false accusations, malicious rumors, or other untruths about another employee’s conduct as it relates to compliance with these standards.

If an employee prefers to remain anonymous in reporting his or her concerns, Berry has established an anonymous reporting procedure through a third party provider. You make an anonymous report by calling 888-307-2815 or by going to <http://berryplastics.alertline.com>

DISCIPLINARY ACTION

Compliance with this Code is a condition of employment of the Company. Berry will use disciplinary measures, if necessary, to enforce the provisions of this Code.

Employees who violate the provisions of this Code or who fail to report violations of the Code, or who fail to fully cooperate in any investigation of suspected violations of the Code will be subject to appropriate disciplinary action. Disciplinary action may include, but is not limited to, legal prosecution, restitution of any gain obtained by violating the Code, reprimand, probation, dismissal, or any combination thereof depending upon the severity of the violation.

DISTRIBUTION AND ACKNOWLEDGEMENT OF RECEIPT

This Code will be distributed to all employees of Berry and other employees of Berry designated by the Ethics Committee and/or the Audit Committee to receive this code. All employees receiving the

Code are expected to read and familiarize themselves with the Code and will be required to execute an Acknowledgment confirming that they have received, read, understand, and agree to comply with the Code. Newly hired, promoted or transferred employees will be presented with the Code and asked to execute the Acknowledgement at the time they commence work for, or their new position with, the Company. From time to time, in order to re-emphasize Berry's commitment to this Code, the Company may elect to redistribute the Code to all employees and have updated Acknowledgements signed.

CERTIFICATION OF COMPLIANCE

All officers and any other employees whom the Ethics Committee and/or the Audit Committee of Berry may from time to time request, are required to annually certify compliance with the Code by executing and returning a Berry Code of Business Conduct and Ethics Employee Questionnaire.

This certification process will be initiated and coordinated by the Ethics Committee and the Human Resources department.

EMPLOYMENT TERMS

Neither the implementation of this policy nor any of the terms of this policy is intended to modify the at-will nature of the employment relationship at Berry or to otherwise create any contract, express or implied, with any employee. Except for those employees with written Employment Agreements with Berry, Employment with the company is considered "at-will," meaning that it is for no set duration and can be terminated by Berry or the employee at any time, for any reason, unless prohibited by statute or public policy.

AMENDMENT

Berry may amend, supplement or modify this Code from time to time without prior notice to employees. Each amendment to this Code, once effective, will be distributed to those employees who are designated to receive the Code.