

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attached

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See Attached

Multiple horizontal lines for providing information regarding the recognition of resulting loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attached

Multiple horizontal lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ _____ Date ▶ _____

Print your name ▶ _____ Title ▶ _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Attachment to Form 8937, Part II

Line 14

On January 20, 2017, Berry Plastics Group, Inc. ("Berry") completed the acquisition of AEP Industries Inc. ("AEP") pursuant to the Agreement and Plan of Merger (as amended, the "Merger Agreement") dated as of August 24, 2016, by and among Berry, Berry Plastics Corporation, a direct, wholly owned Subsidiary of Berry ("Holdings"), Berry Plastics Acquisition Corporation XVI, a Delaware corporation and a direct, wholly owned Subsidiary of Holdings ("Merger Sub"), Berry Plastics Acquisition Corporation XV, LLC, a limited liability company that is wholly owned by Holdings and is treated as disregarded from its owner for federal income tax purposes ("Merger Sub LLC"), through a double merger in which Merger Sub first merged with and into AEP, with AEP as the survivor of the first merger, followed immediately by the merger (the second merger) of AEP with and into Merger Sub LLC with Merger Sub LLC as the survivor of the second merger. The first merger and the second merger being integrated steps in the overall transaction (the "Transaction"). In the Transaction, each issued and outstanding share of AEP common stock ("AEP Share") was exchanged for \$110.00 in cash or 2.5011 shares of Berry common stock ("Berry Shares"), with shareholders of AEP entitled to make elections as to the form of consideration to be received in exchange for each share, subject to adjustment capping the maximum amount of cash and/or Berry Shares to be issued as final consideration in the Transaction, plus cash in lieu of any fractional shares (the "Transaction Consideration"). Pursuant to the Merger Agreement, fractional shares were cancelled based on \$50.75, which is the closing sales price of one share of Berry common stock as reported on the NYSE on January 19, 2017.

Line 15

The Transaction is intended to qualify as a reorganization under section 368(a) of the Internal Revenue Code of 1986, as amended ("Code"). Accordingly, an AEP shareholder who receives a combination of cash (other than cash received in lieu of fractional Berry Shares) and Berry Shares in exchange for AEP Shares generally will recognize gain (but not loss) in an amount equal to the lesser of: (i) the amount by which the sum of the fair market value of the Berry Shares plus the cash received by the AEP shareholder exceeds such shareholder's adjusted tax basis in the AEP Shares; and (ii) the amount of cash received by such shareholder (excluding any cash received in lieu of a fractional Berry Share in each of (i) and (ii), which is discussed below). If AEP Shares were acquired at different times or at different prices, any gain or loss will be determined separately with respect to each block of AEP Shares. Please consult your tax advisor with respect to your specific tax situation. An AEP shareholder receiving solely Berry Shares and cash in lieu of issuance of fractional shares will not recognize gain or loss in the Transaction except with respect to the fractional share deemed redeemed as explained below.

The aggregate tax basis of the whole number of Berry Shares received in the Transaction (including fractional Berry Shares deemed received and redeemed for cash, as discussed below) will be the same as the aggregate tax basis of the AEP Shares surrendered in exchange therefor, (a) decreased by the amount of cash, if any, received (but not including cash received in lieu of a fractional Berry Share), and (b) increased by the amount of gain, if any, recognized in the Transaction (but not including gain recognized with respect to a fractional Berry Share), and further decreased by the amount of such tax basis of the AEP Shares allocated to the fractional shares deemed received and redeemed (the "Adjusted Aggregate Tax Basis").

Further, An AEP shareholder that received Berry Shares in exchange for AEP Shares that were acquired at different times or different prices should allocate the Aggregate Adjusted Tax Basis

to the Berry Shares received in a manner that replicates the bases and holding periods of the AEP Shares surrendered. This allocation should preserve, to the greatest extent possible, the basis of the AEP Shares that were acquired on the same date and at the same price. Note that this allocation may result in Berry Shares having split basis and holding period segments. Each such shareholder will need to identify which particular Berry Shares (or portion of an Berry Share) were received in exchange for a particular AEP Share. Generally, such designation must be made on or before the date on which the tax basis of an Berry Share is relevant (for example, when Berry Shares are sold or otherwise transferred). If no designation is made prior to the relevant date, a shareholder will be treated as selling or transferring the Berry Share received in respect of the earliest AEP Share purchased or acquired.

An AEP shareholder who received cash instead of a fractional Berry Share generally will be treated as having received the fractional Berry Share in the Transaction and then as having had such fractional Berry Share redeemed for cash. As a result of such deemed redemption, an AEP shareholder will generally recognize gain or loss equal to the difference between the amount of cash in lieu of receipt of the fractional Berry Share and the portion of the Adjusted Aggregate Tax allocated to such fractional Berry Share. If you received cash instead of a fractional Berry Share, you should consult your tax advisor regarding the consequences of this deemed redemption.

Line 16

Under generally applicable federal income tax rules, one reasonable approach to determine the fair market value of Berry Shares for purposes of calculating the potential gain on the AEP Shares exchanged in the Transaction is to use the mean between the highest and lowest quoted selling prices of Berry Shares on January 20, 2017, which is \$50.75. Consult your tax advisor regarding the manner in which the Berry Shares are valued for purposes of determining the potential gain described above on Line 15.

Line 17

Sections 368(a), 356(a), 358(a), 358(b) (see Treasury Regulation section 1.358-2(a)(2) and, generally, the examples at 1.358-2(c) as in effect at the time of this filing). Sections 302 and 1001 (to the extent that cash is received in lieu of fractional shares).

Line 18

AEP shareholders will not recognize any loss for U.S. federal income tax purposes on the receipt of solely Berry Shares or Berry Shares and cash; however, An AEP shareholder may recognize gain or loss with respect to cash received in lieu of a fractional Berry Share.

Line 19

The relevant date for purposes of determining tax basis and related information is January 20, 2017, the date on which the Transaction occurred. The corresponding tax year is the relevant tax year for determining such adjustment to basis. We urge you to read the registration statement, File No. 333-213803, filed by Berry on Form S-4 with the Securities and Exchange Commission on September 26, 2016, as may have been amended from time to time.