BERRY PLASTICS GROUP INC
Form 10-Q
August 01, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 28, 2014

or

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 001-35672
BERRY PLASTICS GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	20-5234618 (IRS employer identification number)
101 Oakley Street Evansville, Indiana (Address of principal executive offices)	47710 (Zip code)

Registrant's telephone number, including area code: (812) 424-2904

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $0.01 par value per share	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, or non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [X] Small reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes[ ] No[X]

As of August 1, 2014, there were approximately 117.5 million shares of the registrant's common stock outstanding.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. The forward-looking statements include, in particular, statements about our plans, strategies and prospects under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations". You can identify forward-looking statements because they contain words such as "believes," "expects," "may," "will," "should," "would," "coul "seeks," "approximately," "intends," "plans," "estimates," "outlook," or "anticipates" or similar expressions that relate to our strategy, plans or intentions. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to our expectations regarding future industry trends are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are based upon information available to us on the date of this Form 10-Q.

All forward-looking information and 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. Some of the factors that we believe could affect our results 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;
- performance of our business and future operating results;
- risks related to our acquisition strategy and integration of acquired businesses;
- reliance on unpatented know-how and trade secrets;
- increases in the cost of compliance with laws and regulations, including environmental, safety, and production and product laws and regulations;
- risks related to disruptions in the overall economy and the financial markets that may adversely impact our business;
- catastrophic loss of one of our key manufacturing facilities, natural disasters, and other unplanned business interruptions;
- risks of competition, including foreign competition, in our existing and future markets;
- general business and economic conditions, particularly an economic downturn;
- risks that our restructuring program may entail greater implementation costs or result in lower cost savings than anticipated;
- the ability of our insurance to cover fully our potential exposures; and
- the other factors discussed in our most recent Form 10-K in the section titled "Risk Factors."

We caution readers 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 Form 10-Q may not in fact occur. Accordingly, investors should not place undue reliance on those statements. 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.

Readers should carefully review the factors discussed in our most recent Form 10-K in the section titled "Risk Factors" and other risk factors identified from time to time in our periodic filings with the Securities and Exchange Commission. We undertake no obligation to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.

Berry Plastics Group, Inc.
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For Quarterly Period Ended June 28, 2014

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Part I. Financial Information

Item 1. Financial Statements

Berry Plastics Group, Inc.
Consolidated Balance Sheets
(in millions of dollars, except per share data)

Assets	June 28, 2014 (Unaudited)	September 28, 2013
Current assets:		
Cash and cash equivalents	$ 45	$ 142
Accounts receivable (less allowance of $4 at June 28, 2014 and $3 at September 28, 2013)	523	449
Inventories:		
Finished goods	382	335
Raw materials and supplies	283	240
	665	575
Deferred income taxes	242	139
Prepaid expenses and other current assets	33	32
Total current assets	1,508	1,337
Property, plant, and equipment, net	1,406	1,266
Goodwill, intangible assets and deferred costs, net	2,494	2,520
Other assets	11	12
Total assets	$ 5,419	$ 5,135
Liabilities and stockholders' equity (deficit)		
Current liabilities:		
Accounts payable	$ 442	$ 337
Accrued expenses and other current liabilities	356	276
Current portion of long-term debt	56	71
Total current liabilities	854	684
Long-term debt, less current portion	3,899	3,875
Deferred income taxes	462	385
Other long-term liabilities	322	387
Total liabilities	5,537	5,331
Commitments and contingencies		
Non-controlling interest	12	—
Stockholders' equity (deficit):		
Common stock; ($0.01 par value; 400,000,000 shares authorized; 117,578,327 shares issued and 117,507,843 shares outstanding as of June 28, 2014; 115,895,927 issued and 115,825,443 outstanding as of September 28, 2013)	1	1
Additional paid-in capital	360	322
Non-controlling interest	3	3
Accumulated deficit	(471)	(504)
Accumulated other comprehensive loss	(23)	(18)
Total stockholders' equity (deficit)	(130)	(196)
Total liabilities and stockholders' equity (deficit)	$ 5,419	$ 5,135

See notes to consolidated financial statements.

Berry Plastics Group, Inc.
Consolidated Statements of Operations and Comprehensive Income
(Unaudited)
(in millions of dollars, except per share data)

	Quarterly Period Ended		Three Quarterly Periods Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Net sales	$ 1,298	$ 1,221	$ 3,648	$ 3,443
Costs and expenses:				
Cost of goods sold	1,089	998	3,076	2,829
Selling, general and administrative	85	78	244	230
Amortization of intangibles	26	27	77	81
Restructuring and impairment charges	15	1	28	7
Operating income	83	117	223	296
Debt extinguishment	33	—	35	64
Other income, net	(2)	(2)	(3)	(6)
Interest expense, net	56	57	168	188
Income (loss) before income taxes	(4)	62	23	50
Income tax expense (benefit)	(19)	22	(10)	19
Consolidated net income	15	40	33	31
Net income attributable to noncontrolling interests	—	—	—	—
Net income attributable to the Company	$ 15	$ 40	$ 33	$ 31
Comprehensive income	$12	$45	$28	$34
Net income per share:				
Basic	$ 0.13	$ 0.35	$ 0.28	$ 0.27
Diluted	0.12	0.33	0.27	0.26
Outstanding weighted-average shares: (in thousands)				
Basic	117,304	114,132	116,609	112,839
Diluted	121,477	120,551	120,812	118,708

See notes to consolidated financial statements.

Berry Plastics Group, Inc.
Consolidated Statement of Changes in Stockholders' Equity (Deficit)
For the Three Quarterly Periods Ended June 28, 2014 and June 29, 2013
(Unaudited)
(in millions of dollars)

	Common Stock	Additional Paid-in Capital	Notes Receivable-Common Stock	Non-controlling Interest	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance at September 29, 2012	$ 1	$ 131	$ (2)	$ 3	$ (47)	$ (561)	$ (475)
Proceeds from issuance of common stock	—	21	—	—	—	—	21
Stock compensation expense	—	6	—	—	—	—	6
Repayment of note receivable	—	—	2	—	—	—	2
Termination of redeemable shares redemption requirement	—	23	—	—	—	—	23
Proceeds from initial public offering	—	438	—	—	—	—	438
Initial obligation under tax receivable agreement	—	(300)	—	—	—	—	(300)
Derivative amortization	—	—	—	—	3	—	3
Interest rate hedge, net of tax	—	—	—	—	9	—	9
Net loss	—	—	—	—	—	31	31
Currency translation	—	—	—	—	(9)	—	(9)
Balance at June 29, 2013	$ 1	$ 319	$ —	$ 3	$ (44)	$ (530)	$ (251)
Balance at September 28, 2013	$ 1	$ 322	$ —	$ 3	$ (18)	$ (504)	$ (196)
Proceeds from issuance of common stock	—	13	—	—	—	—	13
Obligation under tax receivable agreement	—	13	—	—	—	—	13
Stock compensation expense	—	12	—	—	—	—	12
Net income	—	—	—	—	—	33	33
Interest rate hedge, net of tax	—	—	—	—	(5)	—	(5)
Currency translation	—	—	—	—	—	—	—
Balance at June 28, 2014	$ 1	$ 360	$ —	$ 3	$ (23)	$ (471)	$ (130)

See notes to consolidated financial statements.

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Berry Plastics Group, Inc.
Consolidated Statements of Cash Flows
(Unaudited)
(in millions of dollars)

	Three Quarterly Periods Ended	
	June 28, 2014	June 29, 2013
Cash Flows from Operating Activities:		
Consolidated net income	$ 33	$ 31
Adjustments to reconcile net cash provided by operating activities:		
Depreciation	184	177
Amortization of intangibles	77	81
Non-cash interest expense	5	11
Deferred income tax	(15)	18
Debt extinguishment	35	64
Settlement of interest rate hedge	—	16
Stock compensation expense	12	6
Impairment of long-lived assets	6	—
Other non-cash items	—	(6)
Changes in operating assets and liabilities:		
Accounts receivable, net	(21)	(13)
Inventories	(35)	(41)
Prepaid expenses and other assets	2	13
Accounts payable and other liabilities	87	(60)
Net cash from operating activities	370	297
Cash Flows from Investing Activities:		
Additions to property, plant and equipment	(172)	(179)
Proceeds from sale of assets	5	5
Acquisition of businesses, net of cash acquired	(225)	(24)
Net cash from investing activities	(392)	(198)
Cash Flows from Financing Activities:		
Proceeds from long-term borrowings	1,664	1,391
Repayments on long-term borrowings	(1,675)	(1,968)
Proceeds from issuance of common stock	13	21
Repayment of notes receivable	—	2
Payment of tax receivable agreement	(32)	(5)
Debt financing costs	(44)	(39)
Proceeds from initial public offering	—	438
Net cash from financing activities	(74)	(160)
Effect of exchange rate changes on cash	(1)	(1)
Net change in cash	(97)	(62)
Cash and cash equivalents at beginning of period	142	87
Cash and cash equivalents at end of period	$ 45	$ 25

See notes to consolidated financial statements.

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Berry Plastics Group, Inc.
Notes to Consolidated Financial Statements
(Unaudited)
(tables in millions of dollars, except per share data)

1. Background

Berry Plastics Group, Inc. ("Berry" or the "Company") is a leading provider of value-added plastic consumer packaging and engineered materials with a track record of delivering high-quality customized solutions to our customers. Representative examples of our products include drink cups, thin-wall containers, bottles, specialty closures, prescription vials, specialty films, adhesives and corrosion protection materials. We sell our solutions predominantly into consumer-oriented end-markets, such as food and beverage, healthcare and personal care.

2. Basis of Presentation

Berry, through its wholly-owned subsidiaries, operates in four primary segments: Rigid Open Top, Rigid Closed Top, Engineered Materials, and Flexible Packaging. The Company's customers are located principally throughout the United States, without significant concentration in any one region or with any one customer. The accompanying unaudited Consolidated Financial Statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full fiscal year. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's most recent Form 10-K filed with the Securities and Exchange Commission. All intercompany transactions have been eliminated. The Company issued financial statements by filing with the Securities and Exchange Commission and has evaluated subsequent events up to the time of the filing.

In October 2012, the Company completed an initial public offering. The proceeds, net of transaction fees, of $438 million and cash from operations were used to repurchase $455 million of 11% Senior Subordinated Notes. In connection with the initial public offering, the Company entered into an income tax receivable agreement that provides for the payment to pre-initial public offering stockholders, option holders and holders of our stock appreciation rights, 85% of the amount of cash savings, if any, in U.S. federal, foreign, state and local income tax that are actually realized (or are deemed to be realized in the case of a change of control) as a result of the utilization of net operating losses of the Company and its subsidiaries attributable to periods prior to the initial public offering. For further information regarding fiscal 2013 transactions, refer to the consolidated financial statements and footnotes thereto included in the Company's most recent Form 10-K filed with the Securities and Exchange Commission.

Secondary Public Offerings

In February 2014, we completed a secondary public offering in which certain funds affiliated with Apollo Global Management, LLC ("Apollo") sold 9.0 million shares of common stock at $22.77 per share. The selling stockholders received proceeds from the offering of $205 million. The Company received no proceeds and incurred fees of approximately $1 million related to this offering.

In June 2014, we completed a secondary public offering in which certain funds affiliated with Apollo sold 10.0 million shares of common stock at $23.70 per share. The selling stockholders received proceeds from the offering of $237 million. The Company received no proceeds related to this offering. Following this offering, Apollo's ownership was approximately 13%.

Other Related Party Transactions

In connection with the term loan refinancing entered into in January 2014 (see Note 6), the Company paid a $1 million underwriting fee to Apollo Global Securities, LLC, an affiliate of Apollo that served as a manager of the offering.

In connection with the initial public offering, the Company entered into an income tax receivable agreement ("TRA") that provides for the payment to pre-initial public offering stockholders, option holders and holders of our stock appreciation rights, 85% of the amount of cash savings, if any, in U.S. federal, foreign, state and local income tax that are actually realized (or are deemed to be realized in the case of a change of control) as a result of the utilization of our and our subsidiaries' net operating losses attributable to periods prior to the initial public offering. The Company made $32 million of payments related to the TRA in the first fiscal quarter of 2014, of which Apollo received $28 million.

3. Acquisitions

Graphic Flexible Packaging LLC’s Flexible Plastics and Films

In September 2013, the Company acquired Graphic Flexible Packaging LLC’s flexible plastics and films business (“Graphic”) for a purchase price of $61 million, net of cash acquired. Graphic is a producer of wraps, films, pouches, and bags for the food, medical, industrial, personal care, and pet food markets. The Graphic business is operated in the Company’s Flexible Packaging segment. To finance the purchase, the Company used existing liquidity. The Graphic acquisition has been accounted for under the purchase method of accounting, and accordingly, the purchase price has been allocated to the identifiable assets and liabilities based on estimated fair values at the acquisition date. The acquired assets and assumed liabilities consisted of working capital of $9 million, property and equipment of $17 million, intangible assets of $25 million, goodwill of $14 million and other long-term liabilities of $4 million. The Company expects goodwill to be deductible for tax purposes.

Qingdao P&B Co., Ltd

In January 2014, the Company acquired the controlling interest (75%) of Qingdao P&B Co., Ltd (“P&B”) for a purchase price of $35 million, net of cash acquired. P&B utilizes thermoform, injection, and automated assembly manufacturing processes to produce products for multiple markets across China as well as globally, most predominately serving the food and personal care markets. P&B is operated in the Flexible Packaging segment. To finance the purchase, the Company used existing liquidity. The P&B acquisition has been accounted for under the purchase method of accounting, and accordingly, the purchase price has been allocated to the identifiable assets and liabilities based on estimated fair values at the acquisition date. The Company has not finalized the purchase price allocation to the fair values of fixed assets, intangibles and deferred income taxes. As part of the P&B acquisition, the Non-controlling interest holder has a put option, and the Company has a call option on the remaining 25% interest in P&B that becomes effective three years from the date of purchase. Upon execution of the put or call option, the purchase price for the remaining equity interest will be determined based on the fair value at the date of execution. The minority interest of P&B is recorded in temporary equity and will be carried at fair value with adjustments in the fair value being recorded in Additional paid-in capital. The Company recorded $12 million in Non-controlling interest on the Consolidated Balance Sheets as the initial fair value of the non-controlling shareholder interest.

Rexam Healthcare Containers and Closures

In June 2014, the Company acquired Rexam’s Healthcare Containers and Closures business (“C&C”) for a purchase price of $130 million, net of cash acquired. The C&C business produces bottles, closures and specialty products for pharmaceutical and over-the-counter applications. Facilities located in the United States of the newly acquired business are operated in the Rigid Closed Top segment, and locations outside the United States are operated in the Flexible Packaging segment. To finance the purchase, the Company used existing liquidity. The C&C acquisition has been accounted for under the purchase method of accounting, and accordingly, the purchase price has been allocated to the identifiable assets and liabilities based on estimated fair values at the acquisition date. The Company has not finalized the purchase price allocation to the fair values of fixed assets, intangibles, deferred income taxes and is reviewing the working capital acquired. The Company expects goodwill to be deductible for tax purposes.

4. Restructuring and Impairment Charges

In November 2013, the Company initiated a cost reduction plan designed to deliver meaningful cost savings and improved equipment utilization. This plan resulted in several plant rationalizations. As a result of these plant rationalizations the Company has incurred one-time costs associated with facility consolidation, including severance and termination benefits, other costs associated with exiting facilities and non-cash asset impairment charges.

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	Quarterly Period Ended		Three Quarterly Periods Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Rigid Open Top				
Severance and termination benefits	$ —	$ —	$ 2	$ 1
Facility exit costs and other	8	—	8	—
Asset impairment	3	—	3	—
Total	$ 11	$ —	$ 13	$ 1
Rigid Closed Top				
Severance and termination benefits	$ —	$ —	$ —	$ 2
Facility exit costs and other	—	—	1	1
Asset impairment	—	—	—	—
Total	$ —	$ —	$ 1	$ 3
Engineered Materials				
Severance and termination benefits	$ —	$ —	$ 2	$ 1
Facility exit costs and other	1	1	1	1
Asset impairment	1	—	3	—
Total	$ 2	$ 1	$ 6	$ 2
Flexible Packaging				
Severance and termination benefits	$ 2	$ —	$ 5	$ —
Facility exit costs and other	—	—	3	1
Asset impairment	—	—	—	—
Total	$ 2	$ —	$ 8	$ 1
Consolidated				
Severance and termination benefits	$ 2	$ —	$ 9	$ 4
Facility exit costs and other	9	1	13	3
Asset impairment	4	—	6	—
Total	$ 15	$ 1	$ 28	$ 7

The table below sets forth the activity with respect to the restructuring accrual at September 28, 2013 and June 28, 2014:

	Severance and termination benefits	Facilities exit costs and other	Non-cash	Total
Balance at September 29, 2012	$ 4	$ 3	$ —	$ 7
Charges	5	3	6	14
Non-cash asset impairment	—	—	(6)	(6)
Cash payments	(7)	(4)	—	(11)
Balance at September 28, 2013	2	2	—	4
Charges	9	13	6	28
Non-cash asset impairment	—	—	(6)	(6)
Cash payments	(5)	(6)	—	(11)
Balance at June 28, 2014	$ 6	$ 9	$ —	$ 15

5. Accrued Expenses, Other Current Liabilities and Other Long-Term Liabilities

The following table sets forth the totals included in Accrued expenses and other current liabilities on the Consolidated Balance Sheets.

	June 28, 2014	September 28, 2013
Employee compensation, payroll and other taxes	$89	$86
Interest	57	45
Rebates	51	55
Tax receivable agreement obligation	71	32
Other	88	58
	$356	$276

The following table sets forth the totals included in Other long-term liabilities on the Consolidated Balance Sheets.

	June 28, 2014	September 28, 2013
Lease retirement obligation	$28	$22
Sale-lease back deferred gain	30	32
Pension liability	38	43
Tax receivable agreement obligation	206	277
Other	20	13
	$322	$387

6. Long-Term Debt

Long-term debt consists of the following:

	Maturity Date	June 28, 2014	September 28, 2013
Term loan	January 2021	$1,125	$1,125
Term loan	February 2020	1,386	1,397
Revolving line of credit	June 2016	39	—
5½% Second Priority Senior Secured Notes	May 2022	500	—
9¾% Second Priority Senior Secured Notes	January 2021	800	800
Retired debt		—	518
Debt discount, net		(20)	(8)
Capital leases and other	Various	125	114
		3,955	3,946
Less current portion of long-term debt		(56)	(71)
		$3,899	$3,875

The Company’s senior secured credit facilities consist of $2.5 billion of term loans and a $650 million asset based revolving line of credit. The availability under the revolving line of credit is the lesser of $650 million or based on a defined borrowing base which is calculated based on available accounts receivable and inventory. The revolving line of credit allows up to $130 million of letters of credit to be issued instead of borrowings under the revolving line of credit. At June 28, 2014, the Company had a $39 million outstanding balance on the revolving credit facility, $37 million outstanding letters of credit and no borrowing base reserve providing unused borrowing capacity of $574 million under the revolving line of credit. The Company was in compliance with all covenants as of June 28, 2014.

Term Loan Refinancing

In January 2014, the Company entered into an incremental assumption agreement to increase the commitments under the existing term loan credit agreement by $1,125 million. The Company borrowed loans in an aggregate principal amount equal to the full amount of the commitments on such date. The incremental term loan bears interest at LIBOR plus 2.75% per annum with a LIBOR floor of 1.00%, mature in January 2021 and is subject to customary amortization. The proceeds from the incremental term loan, in addition to existing liquidity, were used to satisfy the outstanding term loan facility that was to mature in April 2015. The Company recognized a $2 million loss on extinguishment of debt and recorded $9 million of debt discount related to this debt refinancing.

5½% Second Priority Senior Secured Notes

In May 2014, the Company issued $500 million of 5½% second priority senior secured notes due May 2022. Interest on the 5½% second priority senior secured notes is due semi-annually on May 15 and November 15. Proceeds from the issuance, in addition to existing liquidity, were used to satisfy and discharge all of the outstanding 9½% second priority senior secured notes. The Company recognized a $33 million loss on extinguishment of debt and recorded $5 million of debt discount related to this refinancing.

Senior Unsecured Term Loan

In June 2014, the Company used existing liquidity to satisfy Berry Plastics Group's outstanding senior unsecured term loan. The net cash impact of the of the discharge was $18 million as BP Parallel LLC, a non-guarantor subsidiary of the Company, had purchased assignments of approximately 98% of the total outstanding senior unsecured term loan in prior years.

7. Financial Instruments and Fair Value Measurements

As part of the overall risk management, the Company uses derivative instruments to reduce exposure to changes in interest rates attributed to the Company's floating-rate borrowings. For those derivative instruments that are designated and qualify as hedging instruments, the Company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation. To the extent hedging relationships are found to be effective, as determined by FASB guidance, changes in fair value of the derivatives are offset by changes in the fair value of the related hedged item are recorded to Accumulated other comprehensive loss. Management believes hedge effectiveness is evaluated properly in preparation of the financial statements.

Cash Flow Hedging Strategy

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is reported as a component of Accumulated other comprehensive loss and reclassified into earnings in the same line item associated with the forecasted transaction and in the same period or periods during which the hedged transaction affects earnings.

In November 2010, the Company entered into two separate interest rate swap transactions to manage cash flow variability associated with $1 billion of the outstanding variable rate term loan debt (the "2010 Swaps"). The first agreement had a notional amount of $500 million and became effective in November 2010. The agreement swapped three month variable LIBOR contracts for a fixed three year rate of 0.8925% and expired in November 2013. The second agreement had a notional amount of $500 million and became effective in December 2010. The agreement swapped three month variable LIBOR contracts for a fixed three year rate of 1.0235% and expired in November 2013. In August 2011, the Company began utilizing 1-month LIBOR contracts for the underlying senior secured credit facility. The Company's change in interest rate selection caused the Company to lose hedge accounting on both of the interest rate swaps. The Company recorded subsequent changes in fair value in the Consolidated Statement of Operations and amortized the unrealized losses to Interest expense through November 2013.

In February 2013, the Company entered into an interest rate swap transaction to manage cash flow variability associated with $1 billion of outstanding variable rate term loan debt (the "2013 Swap"). The agreement swapped the greater of a three-month variable LIBOR contract or 1.00% for a fixed three-year rate of 2.355%, with an effective date in May 2016 and expiration in May 2019. In June 2013, the Company elected to settle this derivative instrument and received $16 million as a result of this settlement. The offset is included in Accumulated other comprehensive loss and will be amortized to Interest expense from May 2016 through May 2019, the original term of the swap agreement.

In March 2014, the Company entered into an interest rate swap transaction to manage cash flow variability associated with $1 billion of outstanding variable rate term loan debt (the "2014 Swap"). The agreement swaps the greater of a three-month variable LIBOR contract or 1.00% for a fixed three-year rate of 2.59%, with an effective date in February 2016 and expiration in February 2019. The Company records changes in fair value in Accumulated other comprehensive income.

Derivatives instruments	Balance Sheet Location	June 28, 2014	September 28, 2013
Interest rate swap — 2014 Swap	Other long-term liabilities	$7	$—
Interest rate swap — 2010 Swaps	Other long-term liabilities	$—	$1

The effect of the derivative instruments on the Consolidated Statement of Operations is as follows:

Derivatives not designated as hedging instruments under FASB guidance	Statement of Operations Location	Quarterly Period Ended June 28, 2014	Quarterly Period Ended June 29, 2013	Three Quarterly Periods Ended June 28, 2014	Three Quarterly Periods Ended June 29, 2013
Interest rate swap — 2010 Swaps	Other income	$—	$(1)	$(1)	$(4)
	Interest expense	$—	$1	$1	$3

Non-recurring Fair Value Measurements

The Company has certain assets that are measured at fair value on a non-recurring basis when impairment indicators are present. The assets are adjusted to fair value only when the carrying values exceed the fair values. The categorization of the framework used to price the assets is considered a Level 3, due to the subjective nature of the unobservable inputs used to determine the fair value. These assets include primarily our definite lived and indefinite lived intangible assets, including Goodwill and our property plant and equipment. The Company annually conducts a qualitative screen analysis for each of our reporting units to determine if it is more likely than not that a goodwill impairment exists and also performs a qualitative screen analysis to determine if any of our indefinite lived intangible assets may be impaired. If the conclusion is that it is more likely than not that an impairment may exist, the Company will perform a step one impairment evaluation of goodwill or other indefinite lived intangibles. Our annual analysis is performed as of the first date of the fourth quarter. We completed this assessment in the fourth quarter of 2013 and have not recorded any impairment charges. We utilize a methodology, which leverages a six year discounted cash flow analysis with a terminal year in combination with a comparable company market approach to determine the fair value of our reporting units.

Included in the following table are the major categories of assets measured at fair value on a non-recurring basis as of June 28, 2014 and September 28, 2013, along with the impairment loss recognized on the fair value measurement during the period:

	As of June 28, 2014				
	Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	Level 2 Significant Other Observable Inputs	Level 3 Significant Unobservable Inputs	Total	Three Quarterly Periods Ended June 28, 2014 Impairment Loss
Indefinite-lived trademarks	$—	$—	$ 207	$207	$—
Goodwill	—	—	1,652	1,652	—
Definite lived intangible assets	—	—	615	615	—
Property, plant, and equipment	—	—	1,406	1,406	6
Total	$—	$—	$ 3,880	$3,880	$6

	As of September 28, 2013				
	Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	Level 2 Significant Other Observable Inputs	Level 3 Significant Unobservable Inputs	Total	Fiscal 2013 Impairment Loss
Indefinite-lived trademarks	$—	$—	$ 207	$207	$—
Goodwill	—	—	1,634	1,634	—
Definite lived intangible assets	—	—	649	649	5
Property, plant, and equipment	—	—	1,266	1,266	—
Total	$—	$—	$ 3,756	$3,756	$5

Valuation of Property, Plant and Equipment and Definite Lived Intangible Assets

The Company periodically realigns its manufacturing operations which results in facilities being closed and equipment transferred to other facilities or equipment being scrapped. The Company utilizes appraised values to corroborate the fair value of the facilities and has utilized a scrap value based on prior facility shut downs to estimate the fair value of the equipment, which has approximated the actual value that was received. When impairment indicators exist, the Company will also perform an undiscounted cash flow analysis to determine the recoverability of the Company's property, plant and equipment and definite lived intangibles.

The Company's financial instruments consist primarily of cash and cash equivalents, long-term debt and capital lease obligations. The fair value of our long-term indebtedness exceeded book value by $117 million as of June 28, 2014. The Company's long-term debt fair values were determined using Level 2 inputs as other significant observable inputs were not available.

8. Income Taxes

The effective tax rate was negative 42% and 38% for the three quarterly periods ended June 28, 2014 and June 29, 2013, respectively. As a result of the completion of the review of the Company's pre-filing agreement with the Internal Revenue Service, the Company recognized cumulative research and development tax credits in the amount of $18 million during the quarterly period ended June 28, 2014. A reconciliation of income tax benefit, computed at the federal statutory rate, to income tax benefit, as provided for in the financial statements, is as follows:

	Quarterly Period Ended		Three Quarterly Periods Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Income tax expense (benefit) computed at statutory rate	$(2)	$22	$8	$18
State income tax benefit, net of federal taxes	—	1	—	1
Uncertain tax position	—	—	(1)	—
Change in valuation allowance	1	—	1	1
Research and development credits	(18)	—	(18)	—
Other	—	(1)	—	(1)
Income tax expense (benefit)	$(19)	$22	$(10)	$19

9. Operating Segments

Berry's operations are organized into four reportable segments: Rigid Open Top, Rigid Closed Top, Engineered Materials, and Flexible Packaging. The Company has manufacturing and distribution centers in the United States, Canada, Mexico, Belgium, France, Australia, Germany, Brazil, Malaysia, India, China, and the Netherlands. The North American operation represents 95% of the Company's net sales, 93% of total long-lived assets, and 95% of the total assets. Selected information by reportable segment is presented in the following table:

	Quarterly Period Ended		Three Quarterly Periods Ended	
	June 28, 2014	June29, 2013	June 28, 2014	June 29, 2013
Net sales:				
Rigid Open Top	$303	$312	$820	$828
Rigid Closed Top	381	370	1,073	1,036
Rigid Packaging	$684	$682	$1,893	$1,864
Engineered Materials	371	351	1,081	1,030
Flexible Packaging	243	188	674	549
Total net sales	$1,298	$1,221	$3,648	$3,443
Operating income:				
Rigid Open Top	$1	$35	$20	$95
Rigid Closed Top	38	43	101	97
Rigid Packaging	$39	$78	$121	$192
Engineered Materials	33	31	90	88
Flexible Packaging	11	8	12	16
Total operating income	$83	$117	$223	$296
Depreciation and amortization:				
Rigid Open Top	$23	$23	$70	$68
Rigid Closed Top	33	33	93	98
Rigid Packaging	$56	$56	$163	$166
Engineered Materials	19	18	56	53
Flexible Packaging	16	12	42	39
Total depreciation and amortization	$91	$86	$261	$258

	June 28, 2014	September 28, 2013
Total assets:		
Rigid Open Top	$ 1,853	$ 1,805
Rigid Closed Top	1,982	1,964
Rigid Packaging	$ 3,835	$ 3,769
Engineered Materials	781	817
Flexible Packaging	803	549
Total assets	$ 5,419	$ 5,135
Goodwill:		
Rigid Open Top	$ 681	$ 681
Rigid Closed Top	828	831
Rigid Packaging	$ 1,509	$ 1,512
Engineered Materials	73	73
Flexible Packaging	70	49

Total goodwill	$	1,652	$	1,634

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10. Guarantor and Non-Guarantor Financial Information

Berry Plastics Corporation ("Issuer") has notes outstanding which are fully, jointly, severally, and unconditionally guaranteed by substantially all of Berry's domestic subsidiaries. Separate narrative information or financial statements of the guarantor subsidiaries have not been included because they are 100% owned by the parent company and the guarantor subsidiaries unconditionally guarantee such debt on a joint and several basis. A guarantee of a guarantor of the securities will terminate upon the following customary circumstances: the sale of the capital stock of such guarantor if such sale complies with the indenture, the designation of such guarantor as an unrestricted subsidiary, the defeasance or discharge of the indenture, as a result of the holders of certain other indebtedness foreclosing on a pledge of the shares of a guarantor subsidiary or if such guarantor no longer guarantees certain other indebtedness of the issuer. The guarantees are also limited as necessary to prevent them from constituting a fraudulent conveyance under applicable law and guarantees guaranteeing subordinated debt are subordinated to certain other of the Company's debts. Presented below is condensed consolidating financial information for the parent, issuer, guarantor subsidiaries and non-guarantor subsidiaries. Our issuer and guarantor financial information includes all of our domestic operating subsidiaries, our non-guarantor subsidiaries include our foreign subsidiaries and BP Parallel, LLC. BP Parallel, LLC is the entity that we established to buyback debt securities of Berry Plastics Group, Inc. and Berry Plastics Corporation. Berry Plastics Group, Inc. uses the equity method to account for its ownership in Berry Plastics Corporation in the Condensed Consolidating Supplemental Financial Statements. Berry Plastics Corporation uses the equity method to account for its ownership in the guarantor and non-guarantor subsidiaries. All consolidating entries are included in the eliminations column along with the elimination of intercompany balances.

In June 2014, the Company used existing liquidity to satisfy Berry Plastics Group's outstanding senior unsecured term loan. BP Parallel LLC had purchased assignments of approximately 98% of the total outstanding senior unsecured term loan in prior years.

Condensed Supplemental Consolidated Balance Sheet

	June 28, 2014					
	Parent	Issuer	Guarantor Subsidiaries	Non—Guarantor Subsidiaries	Eliminations	Total
Current assets	242	100	961	205	—	1,508
Intercompany receivable	—	3,405	—	114	(3,519)	—
Property, plant, and equipment, net	—	98	1,166	142	—	1,406
Other assets	64	1,367	2,258	113	(1,297)	2,505
Total assets	$306	$4,970	$4,385	$574	$(4,816)	$5,419
Current liabilities	71	214	475	94	—	854
Intercompany payable	(315)	—	3,836	—	(3,521)	—
Other long-term liabilities	668	3,966	45	4	—	4,683
Non-controlling interest	12	—	—	12	(12)	12
Stockholders' equity (deficit)	(130)	790	29	464	(1,283)	(130)
Total liabilities and stockholders' equity (deficit)	$306	$4,970	$4,385	$574	$(4,816)	$5,419

	September 28, 2013					
	Parent	Issuer	Guarantor Subsidiaries	Non— Guarantor Subsidiaries	Eliminations	Total
Current assets	139	186	864	158	(10)	1,337
Intercompany receivable	348	3,448	—	40	(3,836)	—
Property, plant and equipment, net	—	115	1,079	72	—	1,266
Other assets	768	1,054	2,277	737	(2,304)	2,532
Total assets	$1,255	$4,803	$4,220	$1,007	$(6,150)	$5,135
Current liabilities	41	197	374	83	(11)	684
Intercompany payable	—	—	3,837	—	(3,837)	—
Other long-term liabilities	1,410	3,919	44	6	(732)	4,647
Stockholders' equity (deficit)	(196)	687	(35)	918	(1,570)	(196)
Total liabilities and stockholders' equity (deficit)	$1,255	$4,803	$4,220	$1,007	$(6,150)	$5,135

Condensed Supplemental Consolidated Statements of Operations

	Quarterly Period Ended June 28, 2014					
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	$ —	$ 165	$ 1,019	$ 114	$ —	$ 1,298
Cost of goods sold	—	145	854	90	—	1,089
Selling, general and administrative	—	13	62	10	—	85
Amortization of intangibles	—	3	21	2	—	26
Restructuring and impairment charges	—	—	15	—	—	15
Operating income (loss)	—	4	67	12	—	83
Debt extinguishment	—	33	—	—	—	33
Other income, net	—	—	(2)	—	—	(2)
Interest expense, net	10	7	43	(35)	31	56
Equity in net income of subsidiaries	(6)	(73)	—	—	79	—
Income (loss) before income taxes	(4)	37	26	47	(110)	(4)
Income tax expense (benefit)	(19)	(7)	—	1	6	(19)
Consolidated net income (loss)	$ 15	$ 44	$ 26	$ 46	$ (116)	$ 15
Net income attributable to noncontrolling interests	—	—	—	—	—	—
Net income (loss) attributable to the Company	$ 15	$ 44	$ 26	$ 46	$ (116)	$ 15
Comprehensive income (loss)	$ 15	$ 39	$ 26	$ 48	$ (116)	$ 12

	Quarterly Period Ended June 29, 2013					
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	$—	$146	$978	$97	$ —	$1,221
Cost of goods sold	—	118	793	87	—	998
Selling, general and administrative expenses	—	12	58	8	—	78
Amortization of intangibles	—	3	22	2	—	27
Restructuring and impairment charges	—	1	—	—	—	1
Operating income (loss)	—	12	105	—	—	117
Debt extinguishment	—	—	—	—	—	—
Other income, net	—	(4)	2	—	—	(2)

Interest expense, net	12	1	49	(29)	24	57
Equity in net income of subsidiaries	(74)	(82)	—	—	156	—
Income (loss) before income taxes	62	97	54	29	(180)	62
Income tax expense (benefit)	22	32	—	1	(33)	22
Consolidated net income (loss)	$40	$65	$54	$28	$(147)	$40
Comprehensive income (loss)	$40	$77	$54	$21	$(147)	$45

	Three Quarterly Periods Ended June 28, 2014					
	Parent	Issuer	Guarantor Subsidiaries	Non— Guarantor Subsidiaries	Eliminations	Total
Net sales	$ —	$ 466	$ 2,884	$ 298	$ —	$ 3,648
Cost of goods sold	—	417	2,424	235	—	3,076
Selling, general and administrative expenses	—	47	172	25	—	244
Amortization of intangibles	—	7	64	6	—	77
Restructuring and impairment charges	—	—	28	—	—	28
Operating income (loss)	—	(5)	196	32	—	223
Debt extinguishment	—	35	—	—	—	35
Other income, net	—	(1)	(2)	—	—	(3)
Interest expense, net	34	20	133	(102)	83	168
Equity in net income of subsidiaries	(57)	(196)	—	—	253	—
Income (loss) before income taxes	23	137	65	134	(336)	23
Income tax expense (benefit)	(10)	29	—	3	(32)	(10)
Consolidated net income (loss)	$ 33	$ 108	$ 65	$ 131	$ (304)	$ 33
Net income attributable to noncontrolling interests	—	—	—	—	—	—
Net income (loss) attributable to the Company	$ 33	$ 108	$ 65	$ 131	$ (304)	$ 33
Comprehensive income (loss)	$ 33	$ 105	$ 65	$ 129	$ (304)	$ 28

Consolidating Statement of Cash Flows						
Cash Flows from Operating Activities	$—	$29	$316	$25	$—	$370
Cash Flows from Investing Activities						
Additions to property, plant, and equipment	—	(10)	(155)	(7)	—	(172)
Proceeds from sale of assets	—	—	5	—	—	5
(Contributions) distributions to/from subsidiaries	727	(6)	—	—	(721)	—
	—	—	—	721	(721)	—

Proceeds from sale of investments						
Intercompany advances (repayments)	—	(93)	—	—	93	—
Acquisition of businesses, net of cash acquired	—	—	(135)	(90)	—	(225)
Net cash from investing activities	727	(109)	(285)	624	(1,349)	(392)
Cash Flows from Financing Activities						
Proceeds from long-term borrowings	—	1,664	—	—	—	1,664
Proceeds from issuance of common stock	13	—	—	—	—	13
Payment of tax receivable agreement	(32)	—	—	—	—	(32)
Debt financing costs	—	(44)	—	—	—	(44)
(Contributions) distribution to/from subsidiaries	—	—	—	(721)	721	—
Repayments on long-term borrowings	(740)	(1,656)	—	—	721	(1,675)
Changes in intercompany balances	32	—	(30)	91	(93)	—
Net cash from financing activities	(727)	(36)	(30)	(630)	1,349	(74)
Effect of exchange rate changes on cash	—	—	—	(1)	—	(1)
Net change in cash	—	(116)	1	18	—	(97)
Cash and cash equivalents at beginning of period	—	116	—	26	—	142
Cash and cash equivalents at end of period	$—	$—	$1	$44	$—	$45

	Three Quarterly Periods Ended June 29, 2013					
	Parent	Issuer	Guarantor Subsidiaries	Non—Guarantor Subsidiaries	Eliminations	Total
Net sales	$—	$416	$2,746	$281	$ —	$3,443
Cost of goods sold	—	373	2,230	226	—	2,829
Selling, general and administrative expenses	—	29	176	25	—	230
Amortization of intangibles	—	9	67	5	—	81
Restructuring and impairment charges	—	1	6	—	—	7
Operating income (loss)	—	4	267	25	—	296
Debt extinguishment	—	64	—	—	—	64
Other income, net	—	(8)	2	—	—	(6)
Interest expense, net	34	18	153	(89)	72	188
Equity in net income of subsidiaries	(84)	(225)	—	—	309	—
Income (loss) before income taxes	50	155	112	114	(381)	50
Income tax expense (benefit)	19	56	(1)	2	(57)	19
Consolidated net income (loss)	$31	$99	$113	$112	$ (324)	$31
Comprehensive income (loss)	$31	$111	$113	$103	$ (324)	$34

Consolidating Statement of Cash Flows						
Cash Flows from Operating Activities	$—	$15	$276	$6	$—	$297
Cash Flows from Investing Activities						
Additions to property, plant, and equipment	—	(12)	(154)	(13)	—	(179)
Proceeds from sale of assets	—	—	5	—	—	5
Investment in Parent						