

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Amendment No. )\*

Under the Securities Exchange Act of 1934

**BERRY PLASTICS GROUP, INC.**

(Name of Issuer)

**Common Stock, par value \$0.01**

(Title of Class of Securities)

**08579W103**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (3-06)

CUSIP No. 08579W103

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo V Covalence Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

5	Sole Voting Power
6	Shared Voting Power 3,137,697 shares of Common Stock
7	Sole Dispositive Power

8 Shared Dispositive Power  
3,137,697 shares of Common Stock

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,137,697 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
2.8%

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12 Type of Reporting Person (See Instructions)  
PN

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2

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CUSIP No. 08579W103

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1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Investment Fund V, L.P.

---

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Delaware

---

5 Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
18,943,216 shares of Common Stock

---

7 Sole Dispositive Power

---

8 Shared Dispositive Power  
18,943,216 shares of Common Stock

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
18,943,216 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
16.8%

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12 Type of Reporting Person (See Instructions)  
PN

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3

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1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Covalence Co-Investment Holdings LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
1,225,422 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
1,225,422 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,225,422 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
1.1%

12 Type of Reporting Person (See Instructions)  
OO

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Investment Fund VI, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
22,026,884 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
22,026,884 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
22,026,884 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
19.5%

12 Type of Reporting Person (See Instructions)  
PN

5

CUSIP No. 08579W103

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
AP Berry Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
20,357,258 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
20,357,258 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

20,357,258 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
18.0%

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12 Type of Reporting Person (See Instructions)  
PN

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6

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CUSIP No. 08579W103

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1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
BPC Co-Investment Holdings LLC

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Delaware

---

5 Sole Voting Power

---

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power  
1,225,000 shares of Common Stock

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7 Sole Dispositive Power

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8 Shared Dispositive Power  
1,225,000 shares of Common Stock

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,225,000 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
1.1%

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12 Type of Reporting Person (See Instructions)  
OO

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7

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CUSIP No. 08579W103

---

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo V Covalence Holdings, LLC

---

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Delaware

---

5 Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
3,137,697 shares of Common Stock

---

7 Sole Dispositive Power

---

8 Shared Dispositive Power  
3,137,697 shares of Common Stock

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,137,697 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
2.8%

---

12 Type of Reporting Person (See Instructions)  
OO

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8

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CUSIP No. 08579W103

---

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Advisors V, L.P.

---

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Delaware

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	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 18,943,216 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 18,943,216 shares of Common Stock
	9	Aggregate Amount Beneficially Owned by Each Reporting Person 18,943,216 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>	
11	Percent of Class Represented by Amount in Row (9) 16.8%	
12	Type of Reporting Person (See Instructions) PN	

9

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Overseas Partners (Germany) VI, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Citizenship or Place of Organization Cayman Islands	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 5,298,018 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 5,298,018 shares of Common Stock
	9	Aggregate Amount Beneficially Owned by Each Reporting Person 5,298,018 shares of Common Stock

- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 
- 11 Percent of Class Represented by Amount in Row (9)  
4.7%
- 
- 12 Type of Reporting Person (See Instructions)  
PN
- 

10

CUSIP No. 08579W103

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- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
AP Berry Holdings, LLC
- 
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 

3 SEC Use Only

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4 Citizenship or Place of Organization  
Delaware

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5 Sole Voting Power

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Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power  
20,357,258 shares of Common Stock

---

7 Sole Dispositive Power

---

8 Shared Dispositive Power  
20,357,258 shares of Common Stock

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
20,357,258 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
18.0%

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12 Type of Reporting Person (See Instructions)  
OO

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11

CUSIP No. 08579W103

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1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).



2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
27,324,902 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
27,324,902 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
27,324,902 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
24.2%

12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 08579W103

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Capital Management V, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by

5 Sole Voting Power

Each Reporting Person With:	6	Shared Voting Power 18,943,216 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 18,943,216 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 18,943,216 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>	
11	Percent of Class Represented by Amount in Row (9) 16.8%	
12	Type of Reporting Person (See Instructions) CO	

13

CUSIP No. 08579W103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management VI, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 27,324,902 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 27,324,902 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 27,324,902 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>	
11	Percent of Class Represented by Amount in Row (9)	

12 Type of Reporting Person (See Instructions)  
OO

14

CUSIP No. 08579W103

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Principal Holdings I, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5 Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
46,268,118 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
46,268,118 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
46,268,118 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
40.9%

12 Type of Reporting Person (See Instructions)  
PN

15

CUSIP No. 08579W103

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Principal Holdings I GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) o  
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 6 Shared Voting Power  
46,268,118 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
46,268,118 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
46,268,118 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
40.9%

12 Type of Reporting Person (See Instructions)  
OO

CUSIP No. 08579W103

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Management V, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) o  
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With: 5 Sole Voting Power

6 Shared Voting Power  
23,306,335 shares of Common Stock

7 Sole Dispositive Power

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8 Shared Dispositive Power  
23,306,335 shares of Common Stock

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
23,306,335 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
20.6%

---

12 Type of Reporting Person (See Instructions)  
PN

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17

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CUSIP No. 08579W103

---

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Management VI, L.P.

---

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Delaware

---

5 Sole Voting Power

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
43,609,142 shares of Common Stock

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7 Sole Dispositive Power

---

8 Shared Dispositive Power  
43,609,142 shares of Common Stock

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
43,609,142 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
38.6%

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12 Type of Reporting Person (See Instructions)

CUSIP No. 08579W103

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
AIF V Management, LLC
- 
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)  o
- (b)  x
- 
- 3 SEC Use Only
- 
- 4 Citizenship or Place of Organization  
Delaware
- 
- 5 Sole Voting Power
- 
- Number of Shares Beneficially Owned by Each Reporting Person With:
- 6 Shared Voting Power  
23,306,335 shares of Common Stock
- 
- 7 Sole Dispositive Power
- 
- 8 Shared Dispositive Power  
23,306,335 shares of Common Stock
- 
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
23,306,335 shares of Common Stock
- 
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 
- 11 Percent of Class Represented by Amount in Row (9)  
20.6%
- 
- 12 Type of Reporting Person (See Instructions)  
OO
- 

CUSIP No. 08579W103

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
AIF VI Management, LLC
- 
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)  o
- (b)  x
-

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Delaware

---

5 Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
43,609,142 shares of Common Stock

---

7 Sole Dispositive Power

---

8 Shared Dispositive Power  
43,609,142 shares of Common Stock

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
43,609,142 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
38.6%

---

12 Type of Reporting Person (See Instructions)  
OO

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---

CUSIP No. 08579W103

---

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Management, L.P.

---

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Delaware

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

5 Sole Voting Power

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6 Shared Voting Power  
66,915,477 shares of Common Stock

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7 Sole Dispositive Power

---

8 Shared Dispositive Power  
66,915,477 shares of Common Stock

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
66,915,477 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
59.2%

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12 Type of Reporting Person (See Instructions)  
PN

---

21

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CUSIP No. 08579W103

---

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Management GP, LLC

---

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Delaware

---

5 Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
66,915,477 shares of Common Stock

---

7 Sole Dispositive Power

---

8 Shared Dispositive Power  
66,915,477 shares of Common Stock

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
66,915,477 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
59.2%

---

12 Type of Reporting Person (See Instructions)  
OO

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22



1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 Apollo Management Holdings, L.P.

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
 (b)  x

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
 Delaware

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5 Sole Voting Power

---

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With:

6 Shared Voting Power  
 66,915,477 shares of Common Stock

---

7 Sole Dispositive Power

---

8 Shared Dispositive Power  
 66,915,477 shares of Common Stock

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 66,915,477 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

---

11 Percent of Class Represented by Amount in Row (9)  
 59.2%

---

12 Type of Reporting Person (See Instructions)  
 PN

---

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 Apollo Management Holdings GP, LLC

---

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
 (b)  x

---

3 SEC Use Only

---

4 Citizenship or Place of Organization

---

5 Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6 Shared Voting Power  
66,915,477 shares of Common Stock

---

7 Sole Dispositive Power

---

8 Shared Dispositive Power  
66,915,477 shares of Common Stock

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
66,915,477 shares of Common Stock

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11 Percent of Class Represented by Amount in Row (9)  
59.2%

---

12 Type of Reporting Person (See Instructions)  
OO

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**Item 1.**

- (a) Name of Issuer  
Berry Plastics Group, Inc.
- 
- (b) Address of Issuer's Principal Executive Offices  
101 Oakley Street  
Evansville, Indiana 47710
- 

**Item 2.**

- (a) Name of Person Filing  
This statement is filed by (i) Apollo V Covalence Holdings, L.P. ("Covalence V"), (ii) Apollo Investment Fund V, L.P. ("AIF V"), (iii) Covalence Co-Investment Holdings LLC ("Covalence Co-Invest"), (iv) Apollo Investment Fund VI, L.P. ("AIF VI"), (v) AP Berry Holdings, L.P. ("AP Holdings"), (vi) BPC Co-Investment Holdings LLC ("BPC Co-Investment"), (vii) Apollo V Covalence Holdings, LLC ("Covalence Holdings"), (viii) Apollo Advisors V, L.P. ("Advisors V"), (ix) AP Berry Holdings, LLC ("AP Holdings LLC"), (x) Apollo Overseas Partners (Germany) VI, L.P. ("Overseas Germany"), (xi) Apollo Advisors VI, L.P. ("Advisors VI"), (xii) Apollo Capital Management V, Inc. ("ACM V"), (xiii) Apollo Capital Management VI, LLC ("ACM VI"), (xiv) Apollo Principal Holdings I, L.P. ("Principal I"), (xv) Apollo Principal Holdings I GP, LLC ("Principal I GP"), (xvi) Apollo Management V, L.P. ("Management V"), (xvii) Apollo Management VI, L.P. ("Management VI"), (xviii) AIF V Management, LLC ("AIF V LLC"), (xix) AIF VI Management, LLC ("AIF VI LLC"), (xx) Apollo Management, L.P. ("Apollo Management"), (xxi) Apollo Management GP, LLC ("Apollo Management GP"), (xxii) Apollo Management Holdings, L.P. ("Management Holdings"), and (xxiii) Apollo Management Holdings GP, LLC ("Management Holdings GP").

Covalence V, AIF V, Covalence Co-Invest, AIF VI, AP Holdings and BPC Co-Investment each hold shares of Common Stock of the Issuer. Covalence Holdings is the general partner of Covalence V; and Advisors V is the general partner of AIF V. Overseas Germany is a limited partner of AP Holdings, and AP Holdings LLC is the general partner of AP Holdings and the fiduciary of Overseas Germany with respect to Overseas Germany's investment in the Common Stock. Advisors VI is the general partner of AIF VI and the managing general partner of Overseas Germany. ACM V is the general partner of Advisors V, and ACM VI is the general partner of Advisors VI. Principal I is the sole stockholder of ACM V and the sole member of ACM VI. Principal I GP is the general partner of Apollo Principal. Management V is the manager of Covalence Holdings and Covalence Co-Invest, and the investment manager of AIF V, and as such has voting and investment power over the shares of Common Stock held by AIF V, Covalence V and Covalence Co-Invest. Management VI is the manager of AP Holdings LLC, BPC Co-Investment and Overseas Germany, and the investment manager of AIF VI, and as such has voting and investment power over the shares of Common Stock held by AP Holdings, BPC Co-Investment and AIF VI. AIF V LLC is the general partner of Management V and AIF VI LLC is the general partner of Management VI. Apollo Management is the sole member and manager of AIF V LLC and AIF VI LLC, and Apollo Management GP is the general partner of Apollo Management. Management Holdings is the sole member and manager of Apollo Management GP, and Management Holdings GP is the general partner of Management Holdings.

Covalence V, AIF V, Covalence Co-Invest, AIF VI, AP Holdings, BPC Co-Investment, Covalence Holdings, AP Holdings LLC, Overseas Germany, Advisors V, Advisors VI, ACM V, ACM VI, Principal I, Principal I GP, Management V, Management VI, AIF V LLC, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP are collectively referred to herein as the "Reporting Persons."

- (b) Address of Principal Business Office or, if none, Residence  
The principal office of Covalence V, AP Holdings, AIF V, AIF VI, Covalence Holdings, AP Holdings LLC, Advisors V, Advisors VI, ACM V, ACM VI, Principal I and Principal I GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office of Overseas Germany is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal office of each of Covalence Co-Invest, BPC Co-Investment, Management V, Management VI, AIF V LLC, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP is 9 West 57th Street, New York, New York 10019.
- (c) Citizenship  
Covalence V, AIF V, AIF VI, AP Holdings, Advisors V, Advisors VI, Principal I, Management V, Management VI, Apollo Management and Management Holdings are Delaware limited partnerships. Covalence Co-Invest, BPC Co-Investment, Covalence Holdings, AP Holdings, ACM VI, Principal I GP, AIF V LLC, AIF VI LLC, Apollo Management GP and Management Holdings GP are Delaware limited liability companies. Overseas Germany is an exempted limited partnership registered in the Cayman Islands. ACM V is a Delaware corporation.
- (d) Title of Class of Securities  
Common stock, par value \$0.01 (the "Common Stock").
- (e) CUSIP Number  
08579W103

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

- (a) Amount beneficially owned:

Covalence V:	3,137,697 shares of Common Stock
AIF V:	18,943,216 shares of Common Stock
Covalence Co-Invest:	1,225,422 shares of Common Stock
AIF VI:	22,026,884 shares of Common Stock
AP Holdings:	20,357,258 shares of Common Stock
BPC Co-Investment	1,225,000 shares of Common Stock
Covalence Holdings:	3,137,697 shares of Common Stock
Advisors V:	18,943,216 shares of Common Stock
Overseas Germany:	5,298,018 shares of Common Stock

AP Holdings LLC:	20,357,258 shares of Common Stock
Advisors VI:	27,324,902 shares of Common Stock
ACM V:	18,943,216 shares of Common Stock
ACM VI:	27,324,902 shares of Common Stock
Principal I:	46,268,118 shares of Common Stock
Principal GP:	46,268,118 shares of Common Stock
Management V:	23,306,335 shares of Common Stock
Management VI:	43,609,142 shares of Common Stock
AIF V LLC:	23,306,335 shares of Common Stock
AIF VI LLC:	43,609,142 shares of Common Stock
Apollo Management:	66,915,477 shares of Common Stock
Apollo Management GP:	66,915,477 shares of Common Stock
Management Holdings:	66,915,477 shares of Common Stock
Management Holdings GP:	66,915,477 shares of Common Stock

Covalence V, AIF V, Covalence Co-Invest, AIF VI, AP Holdings and BPC Co-Investment each disclaims beneficial ownership of all shares of the Common Stock included in this report other than the shares of Common Stock held of record by such Reporting Person, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose. Covalence Holdings, AP Holdings LLC, Overseas Germany, Advisors V, Advisors VI, ACM V, ACM VI, Principal I, Principal I GP, Management V, Management VI, AIF V LLC, AIF VI LLC, Apollo Management, Apollo Management GP, Management Holdings and Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the managers of Principal I GP, and the managers, as well as executive officers, of Management Holdings GP, each disclaim beneficial ownership of all shares of Common

Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b) Percent of class:

Covalence V:	2.8%
AIF V:	16.8%
Covalence Co-Invest:	1.1%
AIF VI:	19.5%
AP Holdings:	18.0%
BPC Co-Investment:	1.1%
Covalence Holdings:	2.8%
Advisors V:	16.8%
Overseas Germany:	4.7%
AP Holdings LLC:	18.0%
Advisors VI:	24.2%
ACM V:	16.8%
ACM VI:	24.2%
Principal I:	40.9%
Principal GP:	40.9%

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Management V:	20.6%
Management VI:	38.6%
AIF V LLC:	20.6%
AIF VI LLC:	38.6%
Apollo Management:	59.2%
Apollo Management GP:	59.2%
Management Holdings:	59.2%
Management Holdings GP:	59.2%

The percentage amounts are based upon 113,038,346 shares of Common Stock outstanding as of February 5, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 5, 2013.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:  
0 for all Reporting Persons.

(ii) Shared power to vote or to direct the vote:

Covalence V:	3,137,697 shares of Common Stock
AIF V:	18,943,216 shares of Common Stock
Covalence Co-Invest:	1,225,422 shares of Common Stock
AIF VI:	22,026,884 shares of Common Stock
AP Holdings:	20,357,258 shares of Common Stock
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AIF V LLC:	23,306,335 shares of Common Stock
AIF VI LLC:	43,609,142 shares of Common Stock
Apollo Management:	66,915,477 shares of Common Stock
Apollo Management GP:	66,915,477 shares of Common Stock
Management Holdings:	66,915,477 shares of Common Stock
Management Holdings GP:	66,915,477 shares of Common Stock

(iii) Sole power to dispose or to direct the disposition of:  
0 for all Reporting Persons.

(iv) Shared power to dispose or to direct the disposition of:

Covaleance V:	3,137,697 shares of Common Stock
AIF V:	18,943,216 shares of Common Stock

Covaleance Co-Invest:	1,225,422 shares of Common Stock
AIF VI:	22,026,884 shares of Common Stock
AP Holdings:	20,357,258 shares of Common Stock
BPC Co-Investment	1,225,000 shares of Common Stock
Covaleance Holdings:	3,137,697 shares of Common Stock
Advisors V:	18,943,216 shares of Common Stock
Overseas Germany:	5,298,018 shares of Common Stock
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Advisors VI:	27,324,902 shares of Common Stock
ACM V:	18,943,216 shares of Common Stock
ACM VI:	27,324,902 shares of Common Stock
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Principal GP:	46,268,118 shares of Common Stock
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Management VI:	43,609,142 shares of Common Stock
AIF V LLC:	23,306,335 shares of Common Stock
AIF VI LLC:	43,609,142 shares of Common Stock
Apollo Management:	66,915,477 shares of Common Stock
Apollo Management GP:	66,915,477 shares of Common Stock
Management Holdings:	66,915,477 shares of Common Stock
Management Holdings GP:	66,915,477 shares of Common Stock

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

[The remainder of this page intentionally left blank.]

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

APOLLO V COVALENCE HOLDINGS, L.P.

By: Apollo V Covalence Holdings, LLC  
its general partner

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO V COVALENCE HOLDINGS, LLC

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO INVESTMENT FUND V, L.P.

By: Apollo Advisors V, L.P.  
its general partner

By: Apollo Capital Management V, Inc.  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO ADVISORS V, L.P.

By: Apollo Capital Management V, Inc.  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO CAPITAL MANAGEMENT V, INC.

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

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COVALENCE CO-INVESTMENT HOLDINGS LLC

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT V, L.P.

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AIF V MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI MANAGEMENT, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

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AP BERRY HOLDINGS, L.P.

By: AP Berry Holdings, LLC  
its general partner

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

AP BERRY HOLDINGS, LLC

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

BPC CO-INVESTMENT HOLDINGS, LLC

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC  
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President



APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
Its General Partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

**AGREEMENT OF JOINT FILING  
(BERRY PLASTICS GROUP, INC.)**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to the joint filing on behalf of them of the Statement on Schedule 13G and any and all further amendments thereto, with respect to the securities of the above referenced issuer, and that this Agreement be included as an Exhibit to such filing. This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 14, 2013.

APOLLO V COVALENCE HOLDINGS, L.P.

By: Apollo V Covalence Holdings, LLC  
its general partner

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO V COVALENCE HOLDINGS, LLC

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO INVESTMENT FUND V, L.P.

By: Apollo Advisors V, L.P.  
its general partner

By: Apollo Capital Management V, Inc.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS V, L.P.

By: Apollo Capital Management V, Inc.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT V, INC.

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

---

COVALENCE CO-INVESTMENT HOLDINGS LLC

By: Apollo Management V, L.P.  
its manager

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT V, L.P.

By: AIF V Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AIF V MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI MANAGEMENT, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley  
Title: Vice President

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AP BERRY HOLDINGS, L.P.

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its general partner

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its general partner

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its manager

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Title: Vice President

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APOLLO PRINCIPAL HOLDINGS I GP, LLC

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Title: Vice President

APOLLO MANAGEMENT, L.P.

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its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

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Name: Laurie D. Medley

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Its General Partner

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Name: Laurie D. Medley

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By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

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