

PACTIV CORPORATION
ANNUAL MEETING OF SHAREHOLDERS
FRIDAY, MAY 15, 2009 – 8:00 A.M. CDT

CERTIFICATE AND REPORT OF INSPECTOR OF ELECTION

We, Glen Wittenberg and Erick Opsahl, the undersigned duly appointed Inspector of Election of Pactiv Corporation, DO HEREBY CERTIFY:

1. That the 2009 Annual Meeting of Shareholders of Pactiv Corporation (the “Company”) was held at the Hilton Northbrook, 2855 N. Milwaukee Ave., Northbrook, Illinois 60062 on Friday, May 15, 2009 at 8:00 a.m. CDT, pursuant to due notice.
2. That before entering upon the discharge of our duties, we were duly sworn and the oath so taken by us is hereto annexed.
3. That as of the close of business on March 16, 2009, the record date of the meeting, there were outstanding and eligible to vote 135,115,557 shares of common stock of the Company.
4. That we inspected the signed proxies used at the meeting and found the same to be in proper form.
5. There were represented at the meeting 113,332,571 shares of voting stock, of which 113,332,571 shares were represented by valid proxies.
6. That we did receive the votes of the shareholders by ballot with respect to the following items.
 - a. To elect eight (8) directors for a term to expire at the 2010 Annual Meeting of Shareholders:

	FOR	AGAINST	ABSTAIN
Larry D. Brady	111,494,644	1,659,595	178,330
K. Dane Brooksher	111,450,811	1,711,716	170,043
Robert J. Darnall	107,404,493	5,739,112	188,965
Mary R. (Nina) Henderson	111,536,681	1,628,091	167,797
N. Thomas Linebarger	111,346,213	1,788,466	197,891
Roger B. Porter	109,578,418	3,523,212	230,940
Richard L. Wambold	109,931,882	3,234,782	165,907
Norman H. Wesley	111,528,754	1,633,101	170,715

- b. To ratify the engagement of Ernst & Young LLP as the Company’s independent public accountants for the year 2009:

FOR 112,664,871 **AGAINST** 451,234 **ABSTAIN** 216,464

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand this 15th day of May, 2009.

/s/ Glen Wittenberg
 Glen Wittenberg

/s/ Erick Opsahl
 Erick Opsahl