

BWAY CORPORATION POLICIES AND PROCEDURES

Index No. ADM-1060

SECTION: ADMINISTRATIVE

SUBJECT: INSIDER TRADING & CONFIDENTIALITY

EFFECTIVE DATE: June 18, 2007 NEW ___ REVISED X

APPROVED BY _____

BWAY HOLDING COMPANY INSIDER TRADING POLICY**I. Control Over the Unauthorized Sharing or Use of Certain Information: Why We Have an Insider Trading Policy**

From time to time the officers, directors, employees or agents (“Company Personnel”) of the Company and its subsidiaries may be exposed to or afforded access to “Material Nonpublic Information” (defined below) relating to the Company. To protect you, the Company and its representatives, it is important to have a policy governing the buying and selling of our stock. The policy discussed below is called the Policy Statement Regarding Insider Trading and Related Securities Law Matters (the “Policy Statement”).

This memo provides a summary of the key parts of the Policy Statement. Understandably, much of the Policy Statement contains specific legal terminology and is somewhat complicated. However, you need to carefully review the entire document and contact the VP & Treasurer with any questions.

For the purposes of this memo and the Policy Statement, the definition of “Material Nonpublic Information” is as follows: information relating to the Company or its affairs, or, if applicable, another company, which, if made public, would be likely to affect the market price of the Company’s securities or the securities of such other company, or which would be likely to be considered important by a reasonable investor in deciding whether to buy, sell or hold such securities. Information of this type may be present in connection with specific corporate transactions (such as mergers, acquisitions, tender offers, public offerings, etc.) and also can arise in connection with litigation, marketing, research and development or accounting matters. Material Nonpublic Information includes financial results of operations of the Company’s business prior to public disclosure through earnings releases. It does not matter whether the information is favorable or unfavorable and the foregoing list of situations in which Material Nonpublic Information may become available is for illustrative purposes only.

All Company Personnel should keep in mind that information about the Company is considered to be available to the public and no longer confidential only when it has been released to the public through appropriate channels, e.g. by means of a press release or a statement from one of the Company’s officers who are authorized to make such statement and enough time has elapsed to permit the investment market to evaluate the information (normally 48 hours).

All Company Personnel should be aware that under some circumstances, federal securities laws impose civil penalties (up to three times the profit gained or the loss avoided) and criminal penalties (up to a \$1,000,000 fine or ten years imprisonment) on persons who purchase or sell securities while in possession of Material Nonpublic Information. Persons who provide such Material Nonpublic Information to another person who then purchases or sells such securities are subject to the same penalties. In addition, the Securities and Exchange Commission (the “SEC”) can seek substantial civil penalties from any person who, at the time of an insider trading violation, directly or indirectly controlled the person who committed such violation, if such controlling person (i) knew or recklessly disregarded the fact that such controlled person was likely to engage in insider trading or (ii) knowingly or recklessly failed to establish, maintain, or enforce any policies and procedures required to prevent the misuse of

Material Nonpublic Information. Thus, even if a violation results in a small profit gained or loss avoided, the SEC can seek civil penalties from the individual committing the violation and up to \$1,000,000 from the employer or member of management found to control the violator. The SEC is *vigorously* enforcing the insider trading laws against both individuals and institutions, and their efforts have resulted in a number of highly publicized convictions.

Given the significant liabilities that may be incurred for violations of the laws governing insider trading, the Company has a vital interest in ensuring that appropriate information about its business and affairs is disclosed in the proper way and at the proper time and that trading in its securities occurs in a fair and honest manner. For these reasons, the Company requires that Company Personnel handle nonpublic Company information in a manner designed to prevent its inadvertent disclosure and has formulated this Policy Statement.

II. Policy Statement

Under this Policy Statement, all Company Personnel working on sensitive matters involving Material Nonpublic Information are required to take protective measures appropriate and consistent with the level of confidentiality reasonably called for in the particular circumstances to prevent the misappropriation or other misuse of such information by Company Personnel and/or other parties. In addition, the Policy Statement requires all Company Personnel working on sensitive matters involving Material Nonpublic Information to cooperate with, assist in and abide by the protective measures instituted to prevent misappropriation or other misuse of the information.

To that end, the Company has established the following procedures to be followed with respect to the use of all Material Nonpublic Information, unless specific exceptions are made:

- Communications on Behalf of the Company: Communications and inquiries relating to the Company's financial performance with the media, securities analysts and investors must be made by or referred to the President & CEO, the Chief Financial Officer, or the VP, Treasurer and Corporate Secretary, or their specific designees. Likewise, only specifically designated representatives of the Company should speak for the Company in reviewing filings with the SEC and reports to shareholders and in preparing and reviewing press releases.
- Need-to-Know Distribution of Nonpublic Information: Documents containing Material Nonpublic Information generally should be distributed within the Company only on a "need-to-know" basis. It is recommended that this information be delivered in sealed envelopes stamped "Confidential" and transmitted through the Company's interoffice mail system or hand delivered in envelopes by a person who has knowledge of the activity to which the information relates. If E-mail is used to send this kind of information, the E-mail message should be marked as "Confidential" and should *not* be forwarded to others.
- Protection of Material Nonpublic Information: Particular documents containing nonpublic information should be appropriately labeled so that all persons working with that information are aware of its sensitivity. Word processing disks and hard copies of documents containing sensitive information should be kept out of the view of persons not privy to the information and, when offices where such disks and documents are kept are closed, it is required that the disk and documents be locked up.

- Document Retention and Destruction Schedules: With respect to sensitive projects, the CFO, together with outside legal counsel, will establish a document retention and destruction schedule in appropriate circumstances.
- Confidential Information About Other Companies: Company Personnel who, in the course of their employment with the Company, have access to confidential information about other companies should observe the same restrictions with respect to that information as they do with respect to confidential information about the Company itself.
- Stock Options: Company Personnel who wish to exercise options are reminded that insider trading policies apply to transactions in the stock purchased under options, as well as other Company Securities.
- Prospective Employees: Before offering employment with the Company to any prospective employee, the Company will provide a prospective employee with a copy of the Policy Statement and obtain his or her agreement to comply with the Policy Statement. At the time of hiring, each new employee of the Company will be required to execute a Certificate of Compliance with respect to the Policy Statement. The Company may also require ongoing educational and training sessions and video presentations for employees on related topics.
- Taking Messages: When Company Personnel are out of the office with respect to a confidential matter, anyone receiving or taking messages for them generally should not advise outside inquirers where they are or provide phone numbers where they may be reached. Instead, the person receiving the message should record the inquirer's name and telephone number and then relay the message to the appropriate person.

It is the responsibility of all Company Personnel to follow these procedures and to assure that any Company Personnel they supervise adhere to these procedures.

III. Trading Restrictions

The following policies apply to the disclosure or use by Company Personnel of Material Nonpublic Information, as defined above, and other confidential information relating to the Company. The source of the information is irrelevant.

1. Company policy prohibits the purchase or sale of any securities of the Company, including its common stock or preferred stock, or any options (including puts and calls) thereon (collectively, "Company Securities") by any Company Personnel at any time when the would-be trader has knowledge of Material Nonpublic Information concerning the Company. In addition, such policy prohibits selling common stock of the Company "short" at any time. ***This policy applies to all Company Personnel at all times.***

2. Company Personnel having access to Material Nonpublic Information regarding the Company are prohibited from trading in any of the Company's Securities or exercising any option (other than options granted directly by the Company) to purchase Company Securities until at least 48 hours after such material information has been released to the public by the Company. Company Personnel having access to Material Nonpublic Information regarding the Company must consult the VP & Treasurer, or outside legal counsel, Morris, Manning & Martin, L.L.P. ("Outside Counsel"), before executing any trade of Company Securities. The VP and Treasurer will assist Company Personnel in obtaining clearance from Outside Counsel. ***This policy applies to all Company Personnel at all times.***

3. Members of the Company's Board of Directors and Senior Company Personnel within the organization are subject to special prohibitions on trading in Company Securities. For these Senior Personnel, trading in Company Securities is prohibited during the period beginning 14 days prior to the end of a fiscal quarter and ending 48 hours after the results of operations for the period then ended are publicly released by the Company. ***If you fall within this category, you will be made aware of the trading prohibition via email.***

4. Company Personnel working on sensitive matters involving Material Nonpublic Information shall adopt and implement protective measures appropriate and consistent with the level of confidentiality reasonably called for in the particular circumstances to prevent the misappropriation, loss or other misuse of such information by Company Personnel and/or other parties. All Company Personnel working on sensitive matters involving Material Nonpublic Information shall cooperate with, assist in and abide by the protective measures instituted to prevent misappropriation, loss or other misuse of the information.

5. All Company Personnel are required to maintain the confidentiality of all nonpublic information, whether or not material, regarding the Company. Disclosure of such information to *any* person other than Company Personnel (*including family members*), whether directly, in the form of a recommendation to purchase or sell Company Securities, or in any other manner or for any other purpose, violates Company policy and is prohibited.

6. Company Personnel who, in the course of their employment with the Company, have access to confidential information or Material Nonpublic Information about other companies, must observe the same restrictions with respect to that information and with respect to trading in the securities of those companies as they do with respect to trading in Company Securities.

7. This policy supplements, but does not supersede or otherwise modify, the provisions of existing Employment, Confidentiality and/or Non-Competition Agreements and other standard procedures and agreements intended to protect confidential information and materials.

8. Many Company Personnel do not deal on a regular basis with matters of the type discussed in this Policy Statement, and some of these matters may be unfamiliar. If and when questions arise about any of the policies expressed herein, please direct inquiries to the VP & Treasurer. Assistance from Outside Counsel will be obtained as deemed necessary or appropriate.

Please Sign Compliance Statement ADM1060-1

* * * *