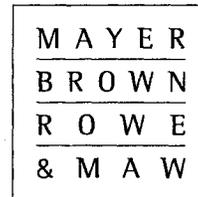


0365



August 9, 2002

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

1909 K Street, N.W.
Washington, D.C. 20006-1101

Main Tel (202) 263-3000
Main Fax (202) 263-3300
www.mayerbrownrowe.com

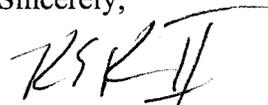
Robert E. Rude II
Direct Tel (202) 263-3081
rrude@mayerbrownrowe.com

Re: Pactiv Corporation Statements under oath pursuant to
Order No. 4-460

Dear Secretary Katz:

Pursuant to the Commission's June 27, 2002, Order No. 4-460 Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, enclosed are the statements under oath of Richard L. Wambold and Andrew A. Campbell, the principal executive officer and principal financial officer of Pactiv Corporation, in the form of Exhibit A to the Order.

Sincerely,



Robert E. Rude II
Paralegal

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AUG 9 2002

Brussels Charlotte Chicago Cologne Frankfurt Houston London Los Angeles Manchester New York Palo Alto Paris Washington, D.C.
Independent Mexico City Correspondent: Jauregui, Navarrete, Nader y Rojas, S.C.

Mayer, Brown, Rowe & Maw is a U.S. General Partnership. We operate in combination with our associated English partnership in the offices listed above.

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Exhibit A

OMB Number: 3235-0569
Expires: January 31, 2003

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Richard L. Wambold, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Pactiv Corporation, and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with Pactiv Corporation's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report on Form 10-K (for the fiscal year ended December 31, 2001) of Pactiv Corporation;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Pactiv Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.



 Richard L. Wambold
 Chairman, President and
 Chief Executive Officer
 (principal executive officer)

8-05-02

 Date

Subscribed and sworn to
 before me this 5TH day of
AUGUST 2002.

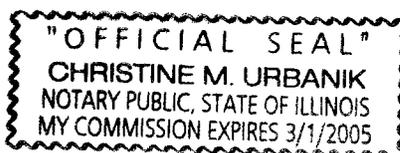
1st Christine M. Urbanik

 Notary Public

My Commission Expires: 3/1/05

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AUG 9 2002



(see disclosure on reverse)