

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF SOLO CUP COMPANY**

**Statement of Purpose**

The Compensation Committee (the “Committee”) shall discharge the responsibilities of the Board of Directors (the “Board”) of Solo Cup Company (“Solo” or the “Corporation”) relating to employee benefit plans and the compensation of Solo’s executives and shall produce a compensation discussion and analysis annual report on executive compensation for inclusion in Solo’s Annual Report on Form 10-K in accordance with applicable rules and regulations.

**Organization and Meetings**

The Committee shall consist of three or more members of the Board. The Board shall appoint the members and chairperson of the Committee. The members shall serve until their successors are appointed and qualified. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to new member(s) satisfying the above requirements. The Committee shall report its actions and recommendations to the Board at the next meeting of the Board following each Committee meeting.

The Committee shall have the authority to meet in executive session without any management personnel present, and may form and delegate authority to subcommittees when appropriate. The Committee may take action either in person or by unanimous written consent.

**Responsibilities and Authority**

The Committee shall have the following authority and responsibilities:

1. Make recommendations for consideration by the Board concerning the compensation (including, but not limited to, base salary, cash bonuses, long-term incentives, and perquisites) of the Chief Executive Officer and other executive officers. In determining the long-term incentive component of compensation of the Chief Executive Officer and the other executive officers, the Committee should consider, among other things, the Corporation’s performance, the individuals’ performance and the value of similar incentive awards to comparable positions at comparable companies.

2. Make recommendations to the Board with respect to incentive compensation plans and equity-based plans and exercise the authority of the Board concerning benefit plans, including those plans which are limited in their application to officers and senior management.
3. Make recommendations to the Board concerning compensation payable for Board membership, if any, as well as other benefits available to Board members.
4. Have such other duties and authority as shall be assigned or granted by the Chairman of the Board or Chief Executive Officer or delegated to it by the Board or be required or granted by (i) specific benefit plans; (ii) law; or (iii) the Corporation's certificate of incorporation or bylaws.
5. Receive an annual report from the Corporation's Retirement Committee, which is comprised of management personnel and is responsible for, among other duties, overseeing the implementation, amendment and termination of any retirement plans of the Corporation or its subsidiaries; appointing and terminating plan fiduciaries; and monitoring the fiduciaries' performance.
10. Conduct an annual performance evaluation of the Committee, and review the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

*Approved and adopted by the Solo Cup Company Board of Directors  
February 6, 2007*