

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>06/02/2014</u> and ending <u>06/01/2015</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☒ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">014</td> </tr> <tr> <td colspan="2">1c Effective date of plan 06/02/2014</td> </tr> </table>	1b Three-digit plan number (PN) ▶	014	1c Effective date of plan 06/02/2014	
1b Three-digit plan number (PN) ▶	014				
1c Effective date of plan 06/02/2014					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BERRY PLASTICS CORPORATION 101 OAKLEY STREET PO BOX 959 EVANSVILLE, IN 47706-0959	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 35-1814673</td> </tr> <tr> <td>2c Plan Sponsor's telephone number 812-306-2520</td> </tr> <tr> <td>2d Business code (see instructions) 325200</td> </tr> </table>	2b Employer Identification Number (EIN) 35-1814673	2c Plan Sponsor's telephone number 812-306-2520	2d Business code (see instructions) 325200	
2b Employer Identification Number (EIN) 35-1814673					
2c Plan Sponsor's telephone number 812-306-2520					
2d Business code (see instructions) 325200					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	04/14/2016	DAVID BERKMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor THE BERRY PLASTICS CORPORATION RETIREMENT PLANS COMMITTEE 101 OAKLEY STREET EVANSVILLE, IN 47710	3b Administrator's EIN 35-1814673
	3c Administrator's telephone number 812-306-2520
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 159
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 158
a(2) Total number of active participants at the end of the plan year	6a(2) 143
b Retired or separated participants receiving benefits	6b 10
c Other retired or separated participants entitled to future benefits.....	6c 6
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 159
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 159
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 06/02/2014 and ending 06/01/2015

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES	B Three-digit plan number (PN) ▶ 014
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BERRY PLASTICS CORPORATION	D Employer Identification Number (EIN) 35-1814673
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month 06 Day 02 Year 2014	
2 Assets:	
a Market value	2a 9668000
b Actuarial value	2b 9668000
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	0 0 0
b For terminated vested participants.....	0 0 0
c For active participants.....	158 5844191 5846204
d Total.....	158 5844191 5846204
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 6.65%
6 Target normal cost	6 494796

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		04/06/2016
	Signature of actuary	Date
STEVEN M. BOURG, MSPA, EA	Type or print name of actuary	14-04095
		Most recent enrollment number
CBIZ BENEFITS & INSURANCE SERVICES	Firm name	443-259-3226
		Telephone number (including area code)
9755 PATUXENT WOODS DRIVE SUITE 200 COLUMBIA, MD 21046	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2014
v. 140124

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of _____%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>0.00</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	165.37 %
15 Adjusted funding target attainment percentage	15	165.37 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/21/2014	5000	0	09/14/2015	25000	0
03/12/2015	15000	0	10/15/2015	125000	0
04/13/2015	25000	0			
06/24/2015	30000	0			
08/24/2015	20000	0			
09/03/2015	25000	0			
Totals ▶			18(b)	270000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	249819
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
		(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	494796	
b Excess assets, if applicable, but not greater than line 31a	31b	494796	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	249819	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	249819	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 06/02/2014 and ending 06/01/2015

A Name of plan <u>BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>014</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BERRY PLASTICS CORPORATION</u>	D Employer Identification Number (EIN) <u>35-1814673</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CBIZ BENEFITS & INSURANCE SERVICES

52-0807416

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	10217	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>06/02/2014</u> and ending <u>06/01/2015</u>		
A Name of plan <u>BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES</u>	B Three-digit plan number (PN) ► <u>014</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BERRY PLASTICS CORPORATION</u>	D Employer Identification Number (EIN) <u>35-1814673</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	225000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	0	9668000
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	15345
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	0	9908345

Liabilities

g Benefit claims payable	1g	0	5496
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	5496

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	0	9902849
---	-----------	---	---------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAS, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	270000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		270000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		270002

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	17190	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		17190
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	10218	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	3	
(4) Other.....	2i(4)	7742	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		17963
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		35153

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		234849
l Transfers of assets:			
(1) To this plan.....	2l(1)		9668000
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **HARDING SHYMANSKI COMPANY PSC**

(2) EIN: **35-1346211**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☐ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

**BERRY PLASTICS CORPORATION PENSION PLAN FOR
BROOKVILLE (PA) UNION EMPLOYEES**

Financial Report

June 1, 2015

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INDEPENDENT AUDITOR'S REPORT



**HARDING, SHYMANSKI
& COMPANY, P.S.C.**

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An Independently
Owned Member,
McGladrey Alliance

401(k) Retirement Plans Committee
Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees
P.O. Box 959
Evansville, Indiana 47706

Report on Financial Statements

We have audited the accompanying financial statements of the Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees, which comprise the statement of net assets available for benefits as of June 1, 2015, the related statement of changes in net assets available for benefits for the year ended June 1, 2015, the statement of accumulated Plan benefits as of June 2, 2014, the related statement of changes in accumulated Plan benefits for the year beginning June 2, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)



Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 5, which was certified by Fifth Third Bank, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and execute transactions. The Plan administrator has obtained certifications from the Trustee as of June 1, 2015, and for the year ended June 1, 2015, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule as of the year ended June 1, 2015 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report of Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Harding, Shynanski & Company, P.S.C.

Evansville, Indiana
April 14, 2016

***BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION
EMPLOYEES***

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

June 1, 2015

ASSETS

Investments at fair value	\$ 15,345
Receivables	
Employer's contributions	225,000
Due from former Plan sponsor	<u>9,668,000</u>
Total assets	<u>9,908,345</u>

LIABILITIES

Benefits payable	<u>5,496</u>
Net assets available for benefits	<u><u>\$ 9,902,849</u></u>

See accompanying notes to the financial statements.

***BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION
EMPLOYEES***

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended June 1, 2015

Additions:

Investment income	
Interest	\$ 2
Employer contributions	<u>270,000</u>
Total additions	<u>270,002</u>
Deductions:	
Benefits paid to participants	17,191
Administrative expenses	<u>17,962</u>
Total deductions	<u>35,153</u>
Net increase	234,849
Transfer in from former Plan sponsor	9,668,000
Net assets available for benefits:	
Beginning of year	<u>0</u>
End of year	<u><u>\$ 9,902,849</u></u>

See accompanying notes to the financial statements.

***BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION
EMPLOYEES***

STATEMENT OF ACCUMULATED PLAN BENEFITS

June 2, 2014

Actuarial present value of accumulated Plan benefits

Vested benefits:

Participants and beneficiaries currently receiving payments

\$ 0

Other participants

4,818,406

Total actuarial present value of accumulated Plan benefits

\$ 4,818,406

See accompanying notes to the financial statements.

***BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION
EMPLOYEES***

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

Year Beginning June 2, 2014

Actuarial present value of accumulated Plan benefits at June 2, 2013	\$ 0
Increase during the year attributable to:	
Benefits accumulated	<u>4,818,406</u>
Actuarial present value of accumulated Plan benefits at June 2, 2014	<u><u>\$ 4,818,406</u></u>

See accompanying notes to the financial statements.

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

June 1, 2015

Note 1 – Plan Description

The following description of the Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan sponsored by Berry Plastics Corporation (Company) covering certain collectively bargained employees of Rexam Healthcare Packaging, Inc. (Rexam), which was acquired by the Company on June 2, 2014. Employees must be participants of the Glass, Molders, Pottery, Plastics & Applied Workers of the United States and Canada Affiliated with the American Federation of Labor and Congress of Industrial Organization and Canadian Labor Congress, Local Union No. 247 (Brookville Union Employees) and hired prior to August 1, 2011. The Company agreed to assume all of Rexam's pension liabilities and responsibilities that began on August 1, 2007 and to continue to provide defined benefit pension benefits to eligible union employees which resulted in a receivable of \$9,668,000 being recorded at June 1, 2015. As noted in Note 12, effective October 31, 2015, the Plan ceased all future benefit accruals.

The 401(k) Retirement Plans Committee is responsible for oversight of the Plan. The 401(k) Retirement Plans Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC) and similar state laws. The Plan is subject to the provisions of ERISA.

Receivable from Former Plan Sponsor

Assets of the former Plan Sponsor (Rexam) in the amount of \$9,668,000 are required to be transferred into the Plan. The transfer is to take place during April 2016.

Pension Benefits

The benefits provided by the Plan include normal retirement and death benefits. The Plan provides pension benefits to participants currently receiving pension benefits and terminated employees with deferred vested status. Participants are eligible for monthly pension benefit payments at retirement age, normally 65, equal to an amount, as defined, based on the accrued benefit (annual credit factor multiplied by years of service) of a vested participant as of the date of separation from service. Employees may elect to receive their pension benefits in the form of a joint and survivor annuity, life, or level life income. Whenever the employment of a participant terminates for reasons other than early retirement, normal retirement, death, disability, or total and permanent disability, the participant is entitled to the value of his mandatory contribution benefits account, plus a percentage, based on years of service, of his accrued retirement benefits account. Participants should refer to the Plan agreement for a complete description of the benefit payment options available.

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
June 1, 2015

Note 1 – Plan Description (Continued)

Death and Disability Benefits

A participant whose employment with the company is severed on account of such participant's total and permanent disability prior to the earliest date on which the participant would be entitled to begin receiving benefits, but after completing ten full years of cumulative service, shall be entitled to receive retirement benefit under this Plan commencing as of the date determined in accordance with the rules established by the Committee for this purpose, equal to the monthly retirement income on the basis of all such factors as shall be used in calculating normal retirement benefit.

Upon death of the participant, under the joint and survivor annuity and pre-retirement survivor annuity, beneficiaries will receive benefits as prescribed in the Plan agreement.

Vesting

Participants are fully vested upon termination of employment after reaching age 60 or completion of five years of service.

Note 2 – Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of Plan assets available for benefits and the actuarial present value of accumulated Plan benefits as the date of the financial statements. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated Plan benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated Plan benefits reported in the accompanying financial statements.

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

June 1, 2015

Note 2 – Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's 401(k) Retirement Plans Committee determines the Plan's valuation policies utilizing information provided by the advisors and the Trustee. See Note 7 for discussion of fair value measurements.

Interest income is recorded on the accrual basis.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service that employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on the accrued benefit as of the date of the date of separation from service. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated Plan benefits.

The actuarial present value of accumulated Plan benefits, as determined by an actuary from CBIZ Insurance & Financial Services, is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
June 1, 2015

Note 2 – Significant Accounting Policies (Continued)

The significant methods and assumptions underlying the actuarial computations of accumulated Plan benefits as of June 2, 2014 are as follows:

Life Expectancy of Participants	2014 Combined Static Mortality
Retirement Age Assumptions	Age 60
Assumed average rates of return	6.65%
Assumed actuarial cost method	Unit credit

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors may be applicable in determining the actuarial present value of accumulated Plan benefits. The computations of the actuarial present value of accumulated Plan benefits were made as of June 2, 2014. Had the valuations been completed as of June 1, 2015, there would be no material differences.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Certain expenses incurred in connection with general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through April 14, 2016, the date the financial statements were available to be issued.

Note 3 – Funding Policy

The Company has agreed to make contributions to the Plan sufficient to provide the Plan with assets with which to pay pension benefits to Plan participants. The amount of the annual contribution to the Plan and the determination of the estimated accrued obligation for pension benefits are based upon various assumptions made by independent actuaries utilizing the assumptions similar to those in Note 2.

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

June 1, 2015

Note 3 – Funding Policy (Continued)

The Company's contributions for 2015 met the minimum funding requirements of ERISA.

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions set forth in ERISA.

Note 4 – Plan Termination

In the event of Plan termination, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- Annuity benefits for participants, or their beneficiaries, who have been receiving payments for at least three years, or were eligible to retire for that three-year period and would have received benefits if they had retired. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- Other vested benefits insured by the PBGC (a U.S. Government agency) up to the applicable limitations (discussed subsequently).
- All other vested benefits (that is, vested benefits not insured by the PBGC).
- All nonvested benefits.

After all liabilities have been satisfied, the Company is entitled to the balance of the trust fund, if any.

To the extent that funds are available, benefits will be paid in full in each of the previously-mentioned distribution categories. If sufficient funds are not available to pay all the benefits in a category, then benefits in that category will be paid on a pro rata basis.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits, and the amount of benefit protection is subject to certain limitations.

Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of the individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan Sponsor and the level of benefits guaranteed by the PBGC.

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
June 1, 2015

Note 5 – Summary of Financial Data Certified by the Trustee

The following is a summary of the Plan's financial information as of June 1, 2015, and for the year then ended, included throughout the Plan's financial statements and the supplemental schedule, that was prepared by or derived from information provided by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certification from the Trustee that the following assets are complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and the supplemental schedule related to the following assets.

Net Assets Available for Benefits Held by Trustee

Investments at fair value	<u>\$ 15,345</u>
---------------------------	------------------

Statements of Changes in Net Assets Available for Benefits

Investment income	
Interest	<u>\$ 2</u>

Note 6 – Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include: <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the asset or liability;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

June 1, 2015

Note 6 – Fair Value Measurements (Continued)

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at June 1, 2015.

Money market fund: Valued at the daily closing price as reported by the fund.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 1, 2015:

	Fair Value Measurement			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 15,345	\$ 0	\$ 0	\$ 15,345

Note 7 – Interest in Berry Plastics Master Trust

A portion of the Plan's investments are in the Berry Plastics Master Trust (Master Trust), which was established for the investment of assets of the Plan and several other Berry Plastics Corporation sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by Fifth Third Bank. Effective June 1, 2014, the Master Trust was restated to address changes in the Berry Plastics Corporation sponsored retirement plans that are included in the Master Trust.

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. At June 1, 2015, the Plan's interest in net assets of the Master Trust was less than one percent. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon the amount of the time the plan's assets were invested in the Master Trust.

**BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION
EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS

June 1, 2015

Note 7 – Interest in Berry Plastics Master Trust (Continued)

The following table presents the net assets of the Master Trust as of December 31, 2014, the most recent Master Trust statement available. Investments that represent five percent or more of the Master Trust's net assets are separately identified.

Mutual funds	\$ 56,772,503
Corporate bonds	14,928,210
Common trust fund	48,802,356
Common stocks	<u>18,299,000</u>
 Total net assets	 <u><u>\$ 138,802,069</u></u>
 Plan interest in Berry Plastics Master Trust as of June 1, 2015	 <u><u>\$ 4,199</u></u>

During the year ended December 31, 2014, the Master Trust's investments (including investments bought and sold, as well as held during the year) appreciated (depreciated) as follows:

Investment income:

Net appreciation (depreciation) in fair value of investments:

Mutual funds	\$ 48,426
Corporate bonds	(46,020)
Common trust fund	5,881,093
Common stocks	<u>4,500,800</u>
 Net appreciation in fair value	 <u><u>\$ 10,384,299</u></u>

**BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION
EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS

June 1, 2015

Note 7 – Interest in Berry Plastics Master Trust (Continued)

The following are the changes in net assets for the Master Trust for the year ended December 31, 2014.

Changes in Net Assets:

Net appreciation in fair value of investments	\$ 10,384,299
Interest and dividends	2,637,693
Other income	<u>10,457</u>
Net investment income	13,032,449
Employer contributions	5,755,000
Distributions	(16,861,524)
Administrative expenses	<u>(1,247,529)</u>
Increase in net assets	<u>678,396</u>

Net assets

Beginning of year	<u>138,123,673</u>
End of year	<u><u>\$ 138,802,069</u></u>

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

June 1, 2015

Note 7 – Interest in Berry Plastics Master Trust (Continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's fair value measurements as of December 31, 2014:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money market funds	\$ 4,822,444			\$ 4,822,444
Equity funds	24,258,429			24,258,429
Fixed income funds	27,691,630			27,691,630
Total mutual funds	56,772,503	0	0	56,772,503
Berry Plastics Group, Inc. common stock	18,299,000			18,299,000
Corporate bonds	14,928,210			14,928,210
Common trust fund		48,802,356		48,802,356
Total assets at fair value	<u>\$ 89,999,713</u>	<u>\$ 48,802,356</u>	<u>\$ 0</u>	<u>\$ 138,802,069</u>

The following table presents the investments that represent five percent or more of the Master Trust's net assets at December 31, 2014:

Columbia MidCap Index Fund	\$ 8,707,810
Fifth Third Equity Index Commingled Fund	48,802,356
Federated Ultra Short Bonds	11,493,895
Berry Plastics Group	18,299,000

Note 8 – Related Party Transactions and Party-in-Interest Transactions

All Plan investments are managed by Fifth Third Bank. Fifth Third Bank, the Trustee as defined by the Plan, generates transactions that qualify as party-in-interest transactions. Fees paid by the Plan for the Trustee services for the year ended June 1, 2015 amounted to \$3. Fees paid to the actuary, which is also considered a party-in-interest transaction for the year ended June 1, 2015 amounted to \$10,217.

The Company provides certain administrative services at no cost to the Plan.

BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

June 1, 2015

Note 9 – Tax Status

The Company submitted an application to the Internal Revenue Service (IRS) for a determination letter for the Plan and related trust to provide assurance that the Plan and trust are designed in accordance with applicable sections of the IRC. This was a request for an initial determination letter. The Company has not received a response from IRS to the application (other than receiving an acknowledgement of the receipt of the application). The Plan has been also amended since applying for the determination letter; however, the Plan's administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and; therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress.

Note 10 – Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near-term would be material to the financial statements.

Note 11 – Subsequent Event

Effective October 31, 2015, the Plan was amended to cease all future benefit accruals under the Plan. No employee shall accrue any years of benefit service after October 31, 2015. This amendment reflects the negotiated change to the Plan agreed to as provided in the most recently approved Collective Bargaining Contract.

--- SUPPLEMENTAL SCHEDULE ---

**BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION
EMPLOYEES**

PLAN SPONSOR: BERRY PLASTICS CORPORATION

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Year Ended June 1, 2015

(a)	(b)	(c)	(d)	(e)
		Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
Identity of issue, borrower, lessor, or similar party				
<u>Plan Assets at Fair Value</u>				
* Money market fund		Money market fund	15,345	<u>\$ 15,345</u>
Investments at fair value				<u><u>\$ 15,345</u></u>

* Party-in-interest

See independent auditor's report.

Schedule SB, line 26 - Schedule of Active Participant Data

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

**Berry Plastics Corporation Pension Plan
for Brookville (PA) Union Employees
Actuarial Report for the Plan Year Beginning June 2, 2014**

Schedule of Active Participant Data

<u>Age</u>	<u>Years of Service</u>										<u>Total</u>
	<u>Under 1</u>	<u>1 to 4</u>	<u>5 to 9</u>	<u>10 to 14</u>	<u>15 to 19</u>	<u>20 to 24</u>	<u>25 to 29</u>	<u>30 to 34</u>	<u>35 to 39</u>	<u>40 & up</u>	
	<u>No.</u>	<u>No.</u>	<u>No.</u>	<u>No.</u>	<u>No.</u>	<u>No.</u>	<u>No.</u>	<u>No.</u>	<u>No.</u>	<u>No.</u>	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25 to 29	0	0	2	0	0	0	0	0	0	0	2
30 to 34	0	1	6	4	0	0	0	0	0	0	11
35 to 39	0	0	6	2	3	1	0	0	0	0	12
40 to 44	0	0	4	9	7	3	1	0	0	0	24
45 to 49	0	0	4	5	9	6	2	0	0	0	26
50 to 54	0	0	4	9	11	2	1	6	1	0	34
55 to 59	0	0	5	6	4	2	0	6	6	0	29
60 to 64	0	0	3	1	4	2	1	1	1	3	16
65 to 69	0	0	0	1	0	1	0	0	0	2	4
70 & up	0	0	0	0	0	0	0	0	0	0	0
Total	0	1	34	37	38	17	5	13	8	5	158

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

Berry Plastics Corporation Pension Plan

for Brookville (PA) Union Employees

Actuarial Report for the Plan Year Beginning June 2, 2014

Summary of Principal Actuarial Assumptions

Actuarial Cost Method

Traditional Unit Credit

Actuarial Value of Assets

Market Value

Date of Calculations

June 2, 2014

Employees Included in the Calculations

All active employees who have met the Plan's eligibility requirements as of the valuation date are included in the calculations. Former employees or their survivors who are receiving or are entitled to receive an immediate or deferred benefit under the provisions of the Plan are also included.

Source of Data

Data is as of the valuation date and is supplied to us by the Employer.

We rely on the Employer to inform us of any former participants who have been rehired and lost prior service because of the length of their break-in-service. These employees may have participation requirements different from other new employees.

Although we believe these to be accurate and complete, we have not audited the data and financial information provided.

Pre-retirement for Retirement and Spousal Benefits:

Investment Return - Segment Rates (0-month lookback)

		<u>For 404</u>	<u>For 430 and 436</u>
Sample Rates:	Rate 1:	1.16%	4.99%
	Rate 2:	4.04%	6.32%
	Rate 3:	5.11%	6.99%
Mortality:	2014 Combined Static Mortality		

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

Berry Plastics Corporation Pension Plan

for Brookville (PA) Union Employees

Actuarial Report for the Plan Year Beginning June 2, 2014

Termination of Employment:

Age/Service Table, Representative Rates are:

<u>Age</u>	<u>Service</u>					
	0	1	2	3	4	>5
25	23.1%	20.1%	18.1%	16.1%	14.1%	10.2%
40	17.8%	14.8%	12.8%	10.8%	8.8%	5.5%
55	14.8%	11.9%	10.3%	8.7%	7.1%	4.0%
60	13.9%	11.4%	9.8%	8.2%	6.6%	3.5%

Salary Scale:

None

Retirement Rates:

<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
55	10%	61	20%
56	10%	62	40%
57	10%	63	30%
58	10%	64	30%
59	10%	65	100%
60	10%		

Post-retirement for Retirement Benefits:

Investment Return - Segment Rates (0-month lookback)

Sample Rates:	Rate 1:	<u>For 404</u>	<u>For 430 and 436</u>
		1.16%	4.99%
	Rate 2:	4.04%	6.32%
	Rate 3:	5.11%	6.99%

Mortality:

2014 Combined Static Mortality

Plan Expenses:

Based on estimated administrative expenses paid from plan assets,
based on plan history.

Form of Benefit Payment:

100% of Participants are assumed to elect the Normal Form.
This assumption is based on past experience of the Plan.
85% of the population is assumed to be married. Husbands are
assumed to be 3 years older than wives.

Effective Rate of Interest:

6.65%

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2014**This Form Is Open to Public
Inspection**For calendar plan year 2014 or fiscal plan year beginning 06/02/2014 and ending 06/01/2015

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees		B Three-digit plan number (PN) ▶ <u>014</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Berry Plastics Corporation		D Employer Identification Number (EIN) 35-1814673
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☐ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>06</u> Day <u>02</u> Year <u>2014</u>			
2 Assets:			
a Market value		2a	9668000
b Actuarial value		2b	9668000
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	0	0	0
b For terminated vested participants.....	0	0	0
c For active participants.....	158	5844191	5846204
d Total.....	158	5844191	5846204
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate.....	5	6.65%	
6 Target normal cost.....	6	494796	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<i>Steve Bourg, E.A.</i>	<u>04/06/2016</u>
	Signature of actuary	Date
Steven M. Bourg, MSPA, EA		1404095
	Type or print name of actuary	Most recent enrollment number
CBIZ Benefits & Insurance Services		443-259-3226
	Firm name	Telephone number (including area code)
9755 Patuxent Woods Drive Suite 200 Columbia MD 21046	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2014
v. 140124

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of _____ %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>0.00</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	165.37 %
15 Adjusted funding target attainment percentage	15	165.37 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/21/2014	5000	0			
03/12/2015	15000	0			
04/13/2015	25000	0			
06/24/2015	30000	0			
08/24/2015	20000	0			
09/03/2015	25000	0			
09/14/2015	25000	0			
10/15/2015	125000	0			
Totals ▶			18(b)	270000	18(c)
					0

19 Discounted employer contributions -- see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	249819

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 0
22 Weighted average retirement age			22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	494796
b Excess assets, if applicable, but not greater than line 31a		31b	494796
32 Amortization installments:		Outstanding Balance Installment	
a Net shortfall amortization installment		0	0
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ...		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	249819
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	249819
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008	☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

Berry Plastics Corporation Pension Plan

for Brookville (PA) Union Employees

Actuarial Report for the Plan Year Beginning June 2, 2014

Summary of Principal Actuarial Assumptions

Actuarial Cost Method

Traditional Unit Credit

Actuarial Value of Assets

Market Value

Date of Calculations

June 2, 2014

Employees Included in the Calculations

All active employees who have met the Plan's eligibility requirements as of the valuation date are included in the calculations. Former employees or their survivors who are receiving or are entitled to receive an immediate or deferred benefit under the provisions of the Plan are also included.

Source of Data

Data is as of the valuation date and is supplied to us by the Employer.

We rely on the Employer to inform us of any former participants who have been rehired and lost prior service because of the length of their break-in-service. These employees may have participation requirements different from other new employees.

Although we believe these to be accurate and complete, we have not audited the data and financial information provided.

Pre-retirement for Retirement and Spousal Benefits:

Investment Return - Segment Rates (0-month lookback)

		<u>For 404</u>	<u>For 430 and 436</u>
Sample Rates:	Rate 1:	1.16%	4.99%
	Rate 2:	4.04%	6.32%
	Rate 3:	5.11%	6.99%
Mortality:	2014 Combined Static Mortality		

SB Actuary Signature

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

Berry Plastics Corporation Pension Plan

for Brookville (PA) Union Employees

Actuarial Report for the Plan Year Beginning June 2, 2014

Termination of Employment:

Age/Service Table, Representative Rates are:

<u>Age</u>	<u>Service</u>					
	0	1	2	3	4	>5
25	23.1%	20.1%	18.1%	16.1%	14.1%	10.2%
40	17.8%	14.8%	12.8%	10.8%	8.8%	5.5%
55	14.8%	11.9%	10.3%	8.7%	7.1%	4.0%
60	13.9%	11.4%	9.8%	8.2%	6.6%	3.5%

Salary Scale:

None

Retirement Rates:

<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
55	10%	61	20%
56	10%	62	40%
57	10%	63	30%
58	10%	64	30%
59	10%	65	100%
60	10%		

Post-retirement for Retirement Benefits:

Investment Return - Segment Rates (0-month lookback)

Sample Rates:		<u>For 404</u>	<u>For 430 and 436</u>
	Rate 1:	1.16%	4.99%
	Rate 2:	4.04%	6.32%
	Rate 3:	5.11%	6.99%

Mortality:

2014 Combined Static Mortality

Plan Expenses:

Based on estimated administrative expenses paid from plan assets, based on plan history.

Form of Benefit Payment:

100% of Participants are assumed to elect the Normal Form.
This assumption is based on past experience of the Plan.
85% of the population is assumed to be married. Husbands are assumed to be 3 years older than wives.

Effective Rate of Interest:

6.65%

Schedule SB, Part V - Statement of Plan Provisions

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

Berry Plastics Corporation Pension Plan

for Brookville (PA) Union Employees

Actuarial Report for the Plan Year Beginning June 2, 2014

Summary of Principal Plan Provisions

The following summary describes Principal Plan Provisions assumed in calculating the cost of your Pension Plan.

General Information

Original Effective Date	6/2/2014
Plan Year	June 2 through June 1
Employer ID No.	35-1814673
Plan Number	014

Eligibility

All hourly employees whose terms and conditions of employment are subject to the collective bargaining agreement of the Employer and hired before August 1, 2011 are eligible to participate in the Plan.

Service

Service shall equal total years of service with the Employer. A year of service is credited for each plan year in which an employee works 1,000 hours. Fractional Years of Service shall be calculated for a Full-Time Employee in completed years and months.

All Years of Service credited to an individual under the O-I Plan as of July 31, 2007 shall be credited as Years of Service under this Plan. All Years of Service credited to an individual under the Rexam Pension Plan as of August 1, 2007 shall be credited as Years of Benefit Service under this plan.

Normal Retirement Date

Normal Retirement Date is first of the month coinciding with or next following age 65.

Normal Retirement Benefit

The monthly Benefit for a Participant whose Service is terminated on or after his Normal Retirement Age shall be equal to the Annual Credit Factor multiplied by the Participant's Years of Service, less the retirement benefit or vested benefit payable to the Participant under the O-I Plan in effect as of July 31, 2007 and any of its predecessor plans, determined as if the Participant terminated employment under the O-I Plan as of July 31, 2007 (or as of any earlier date of termination under the O-I Plan with respect to a rehired Eligible Employee), and began receiving payment of benefits from the O-I Plan at the same time Retirement Benefits or Vested Benefits are paid from this Plan.

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date.

Schedule SB, Part V - Statement of Plan Provisions

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

Berry Plastics Corporation Pension Plan

for Brookville (PA) Union Employees

Actuarial Report for the Plan Year Beginning June 2, 2014

Annual Credit Factor

Amount listed applicable to the Participant as of the Participant's Retirement, or in the case of termination of employment prior to Retirement, as of the date when the Participant is no longer accruing Years of Benefit Service:

<u>Job Class</u>	<u>On or after August 1, 2013</u>
A	\$50
B	\$51
C	\$52

Early Retirement Benefit

Upon the completion of ten years of Vesting Service and the attainment of age 55 or attainment of age 60 a participant may elect to retire. He may receive an immediate benefit equal to the Normal Retirement Benefit reduced by 1/2 of 1% for each month in which the participant commences to receive Benefits prior to age 60. Employees are eligible to retire with unreduced benefits after attaining age 60 or attaining age 55 with 30 Years of Service or terminated employment due to a permanent plant shut down after completion of at least 30 Years of Service.

Disability Retirement Benefit

A participant who terminates service due to total and permanent disability and has completed ten years of benefit service before his Normal Retirement Date will receive, upon the cessation of Long Term Disability, a benefit computed in the same manner as Early Retirement Benefits.

Death Benefit

In the event of the death of an Eligible Employee while full-time employ of a Rexam Participating Employer prior to the Effective Date or for the Company after the Effective Date, there shall be paid to the Surviving Spouse, if any, of such Eligible Employee for the lifetime of such spouse. The participant must have reached age 40, or effective as of August 1, 2008, or age 35 and completed at least ten Years of Benefit Service. The spouse's benefit is equal to the greater of 50% of such Participant's accrued monthly Normal Retirement Benefit calculated as of the date of death with no reduction for payment prior to the Participant's Normal Retirement Date and the Qualified Pre-retirement Survivor Annuity.

Severance Benefit

Upon termination of employment after reaching age 60 or has completed five years of Vesting Service, a participant shall have a vested interest in his accrued benefit, which will be payable at Normal Retirement Date. The percentage vested shall be:

<u>Years of Vesting Service</u>	<u>Vested Percent</u>
Fewer than five	0%
Five or more	100%

Schedule SB, Part V - Statement of Plan Provisions

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

Berry Plastics Corporation Pension Plan

for Brookville (PA) Union Employees

Actuarial Report for the Plan Year Beginning June 2, 2014

In the event that a participant has met the service requirements for early retirement at the date of termination, he may elect to receive his vested interest at age 55. Such benefit will be reduced as described under Early Retirement Benefit.

Normal Form of Payment

The Normal Form of Payment is an annuity paid in monthly installments for life, or if married, an actuarially equivalent Joint & 50% Survivor Annuity.

Optional Methods of Settlement

All Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment.

The options are:

- (1) A reduced benefit to be paid during the participant's lifetime with 66-2/3%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) Level income option.
- (3) A lump sum benefit if the value is less than \$5,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the 1971 TPF&C Forecast Mortality Table Without Set Back used for both Men and Women and a 6.00% interest rate. Effective for benefit commencement beginning on or after August 1, 2007, for the Social Security Leveling optional form of benefit shall be determined based on interest rate of 5% and mortality based on a fixed blend 50% male and 50% female mortality rates from the 1994 GAR Table.

Lump sum actuarial equivalence is based on the Applicable Mortality Table and the Applicable Interest rate as defined under IRC Section 417(e)(3). The lookback month is the third month and the stability period is the calendar year containing the annuity start date.

Additional Information

The above description is a summary only; for additional details, reference should be made to the formal Plan Document.

Schedule SB, line 22 - Description of Weighted Average Retirement Age**Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees****EIN/PN: 35-1814673/014**

A	B	C	D	E = D x A
Age	Rate of Retirement	Lx	# Ret	# Ret x Age
55	10.00%	10,000	1,000	55,000
56	10.00%	9,000	900	50,400
57	10.00%	8,100	810	46,170
58	10.00%	7,290	729	42,282
59	10.00%	6,561	656	38,710
60	10.00%	5,905	590	35,429
61	20.00%	5,314	1,063	64,836
62	40.00%	4,252	1,701	105,438
63	30.00%	2,551	765	48,212
64	30.00%	1,786	536	34,284
65	100.00%	1,250	<u>1,250</u>	<u>81,247</u>
Total			10,000	602,008

Weighted Average Retirement Age (Column E / Column D)

60

SB Actuary Signature

Schedule SB, line 26 - Schedule of Active Participant Data

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

**Berry Plastics Corporation Pension Plan
for Brookville (PA) Union Employees
Actuarial Report for the Plan Year Beginning June 2, 2014**

Schedule of Active Participant Data

Age	Years of Service										Total
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25 to 29	0	0	2	0	0	0	0	0	0	0	2
30 to 34	0	1	6	4	0	0	0	0	0	0	11
35 to 39	0	0	6	2	3	1	0	0	0	0	12
40 to 44	0	0	4	9	7	3	1	0	0	0	24
45 to 49	0	0	4	5	9	6	2	0	0	0	26
50 to 54	0	0	4	9	11	2	1	6	1	0	34
55 to 59	0	0	5	6	4	2	0	6	6	0	29
60 to 64	0	0	3	1	4	2	1	1	1	3	16
65 to 69	0	0	0	1	0	1	0	0	0	2	4
70 & up	0	0	0	0	0	0	0	0	0	0	0
Total	0	1	34	37	38	17	5	13	8	5	158

Schedule SB, line 22 - Description of Weighted Average Retirement Age

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

A	B	C	D	E = D x A
Age	Rate of Retirement	Lx	# Ret	# Ret x Age
55	10.00%	10,000	1,000	55,000
56	10.00%	9,000	900	50,400
57	10.00%	8,100	810	46,170
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Schedule SB, Part V - Statement of Plan Provisions

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees

EIN/PN: 35-1814673/014

Berry Plastics Corporation Pension Plan

for Brookville (PA) Union Employees

Actuarial Report for the Plan Year Beginning June 2, 2014

Summary of Principal Plan Provisions

The following summary describes Principal Plan Provisions assumed in calculating the cost of your Pension Plan.

General Information

Original Effective Date	6/2/2014
Plan Year	June 2 through June 1
Employer ID No.	35-1814673
Plan Number	014

Eligibility

All hourly employees whose terms and conditions of employment are subject to the collective bargaining agreement of the Employer and hired before August 1, 2011 are eligible to participate in the Plan.

Service

Service shall equal total years of service with the Employer. A year of service is credited for each plan year in which an employee works 1,000 hours. Fractional Years of Service shall be calculated for a Full-Time Employee in completed years and months.

All Years of Service credited to an individual under the O-I Plan as of July 31, 2007 shall be credited as Years of Service under this Plan. All Years of Service credited to an individual under the Rexam Pension Plan as of August 1, 2007 shall be credited as Years of Benefit Service under this plan.

Normal Retirement Date

Normal Retirement Date is first of the month coinciding with or next following age 65.

Normal Retirement Benefit

The monthly Benefit for a Participant whose Service is terminated on or after his Normal Retirement Age shall be equal to the Annual Credit Factor multiplied by the Participant's Years of Service, less the retirement benefit or vested benefit payable to the Participant under the O-I Plan in effect as of July 31, 2007 and any of its predecessor plans, determined as if the Participant terminated employment under the O-I Plan as of July 31, 2007 (or as of any earlier date of termination under the O-I Plan with respect to a rehired Eligible Employee), and began receiving payment of benefits from the O-I Plan at the same time Retirement Benefits or Vested Benefits are paid from this Plan.

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date.

Schedule SB, Part V - Statement of Plan Provisions**Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees****EIN/PN: 35-1814673/014****Berry Plastics Corporation Pension Plan****for Brookville (PA) Union Employees****Actuarial Report for the Plan Year Beginning June 2, 2014**

Annual Credit Factor

Amount listed applicable to the Participant as of the Participant's Retirement, or in the case of termination of employment prior to Retirement, as of the date when the Participant is no longer accruing Years of Benefit Service:

<u>Job Class</u>	<u>On or after August 1, 2013</u>
A	\$50
B	\$51
C	\$52

Early Retirement Benefit

Upon the completion of ten years of Vesting Service and the attainment of age 55 or attainment of age 60 a participant may elect to retire. He may receive an immediate benefit equal to the Normal Retirement Benefit reduced by 1/2 of 1% for each month in which the participant commences to receive Benefits prior to age 60. Employees are eligible to retire with unreduced benefits after attaining age 60 or attaining age 55 with 30 Years of Service or terminated employment due to a permanent plant shut down after completion of at least 30 Years of Service.

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Berry Plastics Corporation Pension Plan

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BERRY PLASTICS CORPORATION PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY PLASTICS CORPORATION

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Year Ended June 1, 2015

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	<u>Plan Assets at Fair Value</u>			
*	Money market fund	Money market fund	15,345	<u>\$ 15,345</u>
	Investments at fair value			<u><u>\$ 15,345</u></u>

* Party-in-interest

See independent auditor's report.