# 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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2015**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

**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
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

**1b** Three-digit plan number (PN) ▶ 005

**1c** Effective date of plan 11/01/1988

**2a** Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
BERRY GLOBAL FILMS, LLC

101 OAKLEY STREET
EVANSVILLE, IN 47710

**2b** Employer Identification Number (EIN) 35-2184293

**2c** Plan Sponsor's telephone number 812-424-2904

**2d** Business code (see instructions) 326100

**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. | 08/10/2017 | PAUL J. BRENNAN |
| | **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)

Preparer's telephone number

| | | |
|---|---|---|
| **3a** Plan administrator's name and address [X] Same as Plan Sponsor | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **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: | **4b** EIN | 22-1916107 |
| **a** Sponsor's name<br>AEP INDUSTRIES, INC. | **4c** PN | 005 |
| **5** Total number of participants at the beginning of the plan year | **5** | 257 |
| **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)** | 238 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 217 |
| **b** Retired or separated participants receiving benefits | **6b** | 1 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 17 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 235 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e**. | **6f** | 235 |
| **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:
1A 1H 3H 1I

**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)** | [X] | 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)** | [X] | 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)** | [X] | **R** (Retirement Plan Information) |
| **(2)** | [ ] | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | [X] | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | |
|---|---|---|
| **(1)** | [X] | **H** (Financial Information) |
| **(2)** | [ ] | **I** (Financial Information – Small Plan) |
| **(3)** | [ ] | **A** (Insurance Information) |
| **(4)** | [X] | **C** (Service Provider Information) |
| **(5)** | [X] | **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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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

**2015**

**This Form is Open to Public Inspection**

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

▶ **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
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
BERRY GLOBAL FILMS, LLC

**D** Employer Identification Number (EIN)
35-2184293

**E** Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

**F** Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

## Part I Basic Information

**1** Enter the valuation date: Month 11 Day 01 Year 2015

**2** Assets:

| | | |
|---|---|---|
| **a** Market value | **2a** | 1242047 |
| **b** Actuarial value | **2b** | 1331131 |

**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 | 1 | 3214 | 3214 |
| **b** For terminated vested participants | 18 | 52663 | 52663 |
| **c** For active participants | 238 | 1508517 | 1508517 |
| **d** Total | 257 | 1564394 | 1564394 |

**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** | 6.49% |
| **6** Target normal cost | **6** | |

**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**

Signature of actuary

07/31/2017
Date

PAUL J. BRENNAN
Type or print name of actuary

17-01485
Most recent enrollment number

BOSTON BENEFITS CONSULTING, INC.
Firm name

978-318-9900
Telephone number (including area code)

100 MAIN STREET
CONCORD, MA 01742-2528
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 [ ]

## 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 | 15095 |
| 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 | 15095 |
| 10 | Interest on line 9 using prior year's actual return of -3.59% | 0 | -542 |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| | **a** Present value of excess contributions (line 38a from prior year) | | 164215 |
| | **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 6.69% | | 10986 |
| | **b(2)** Interest on line 38b from prior year Schedule SB, using prior year's actual return | | 0 |
| | **c** Total available at beginning of current plan year to add to prefunding balance | | 175201 |
| | **d** Portion of (c) to be added to prefunding balance | | 64873 |
| 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 | 79426 |

## Part III Funding Percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 80.01 % |
| 15 | Adjusted funding target attainment percentage | 15 | 80.01 % |
| 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 | 80.01 % |
| 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 |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ► 18(b) | 0 | 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 | |
| | **b** Contributions made to avoid restrictions adjusted to valuation date | 19b | |
| | **c** Contributions allocated toward minimum required contribution for current year adjusted to valuation date | 19c | |

20 Quarterly contributions and liquidity shortfalls:

**a** Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

**b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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 |
|---|---|---|---|
| 0 | 0 | 0 | 0 |

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

**21** Discount rate:

**a** Segment rates:

| 1st segment: | 2nd segment: | 3rd segment: | |
|---|---|---|---|
| 4.72 % | 6.11 % | 6.81 % | ☐ N/A, full yield curve used |

**b** Applicable month (enter code) — **21b**: 0

**22** Weighted average retirement age — **22**: 65

**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** | |
| **29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) | **29** | |
| **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** | 0 |
| **b** Excess assets, if applicable, but not greater than line 31a | **31b** | |

**32** Amortization installments:

| | Outstanding Balance | Installment |
|---|---|---|
| **a** Net shortfall amortization installment | 312689 | 64559 |
| **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** | 64559 |

| | Carryover balance | Prefunding balance | Total balance |
|---|---|---|---|
| **35** Balances elected for use to offset funding requirement | | 64559 | 64559 |

| | | |
|---|---|---|
| **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** | |

**38** Present value of excess contributions for current year (see instructions)

| | | |
|---|---|---|
| **a** Total (excess, if any, of line 37 over line 36) | **38a** | 0 |
| **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) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2015**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

**A** Name of plan
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan sponsor's name as shown on line 2a of Form 5500
BERRY GLOBAL FILMS, LLC

**D** Employer Identification Number (EIN)
35-2184293

## 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)

CUBIC

65-1312579

| (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? |
|---|---|---|---|---|---|---|
| 28 | NONE | 9226 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

WELLS FARGO

94-1347393

| (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? |
|---|---|---|---|---|---|---|
| 27 | NONE | 8601 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

RUCCI, BARDARO & FALZONE, P.C.

04-3141926

| (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? |
|---|---|---|---|---|---|---|
| 10 | NONE | 8500 | Yes [ ] No [X] | 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 |
|---|---|---|
| | | |

| **(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 |
|---|---|---|
| | | |

| **(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 |
|---|---|---|
| | | |

| **(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 |
|---|---|---|
| | | |

| **(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 |
|---|---|---|
| | | |

| **(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan 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

**2015**

**This Form is Open to Public Inspection.**

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

**A** Name of plan
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
BERRY GLOBAL FILMS, LLC

**D** Employer Identification Number (EIN)
35-2184293

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO SHORT TERM INVEST FUND

**b** Name of sponsor of entity listed in (a): WELLS FARGO

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 94-1347393-000 | P | 14792 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## 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.**

OMB No. 1210-0110

**2015**

**This Form is Open to Public Inspection**

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

**A** Name of plan
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan sponsor's name as shown on line 2a of Form 5500
BERRY GLOBAL FILMS, LLC

**D** Employer Identification Number (EIN)
35-2184293

## 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) | 177084 | 74085 |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | 5905 | 5064 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | 245491 | 219030 |
| **(B)** All other | 1c(3)(B) | 130626 | 159406 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | 667881 | 674048 |
| **(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) | 25727 | 14792 |
| **(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) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(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 | 1252714 | 1146425 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | 10667 | 17000 |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 10667 | 17000 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 1242047 | 1129425 |

## 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) | 74085 | |
| **(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) | | 74085 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 174 | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | 16004 | |
| **(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) | | 16178 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | 18846 | |
| **(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) | | 18846 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 634257 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 624842 | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 9415 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | 34764 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 34764 |

| | | (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 | | 153288 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 203646 | |
| (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) | | 203646 |
| 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) | 8500 | |
| (2) Contract administrator fees | 2i(2) | 8601 | |
| (3) Investment advisory and management fees | 2i(3) | 9226 | |
| (4) Other | 2i(4) | 35937 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 62264 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 265910 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | -112622 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (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)** [X] Disclaimer **(4)** [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

**(1)** Name: RUCCI, BARDARO & FALZONE, P.C. **(2)** EIN: 04-3141926

**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:

| | | Yes | No | N/A | Amount |
|---|---|---|---|---|---|
| **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.) | 4a | | X | | |
| **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.) | 4b | | X | | |

| | | Yes | No | N/A | 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.) | 4c | | X | | |
| 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.) | 4d | | X | | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | | 5000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | | |
| 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? | 4g | | X | | |
| 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? | 4h | | X | | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | | |
| 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.) | 4j | X | | | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | | |
| 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 | | | | |
| o | Did the plan trust incur unrelated business taxable income? | 4o | | X | | |
| p | Were in-service distributions made during the plan year? | 4p | | X | | |

**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

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

| **6c** Name of trustee or custodian | **6d** Trustee's or custodian's telephone number |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 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.**

OMB No. 1210-0110

**2015**

**This Form is Open to Public Inspection.**

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

**A** Name of plan
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

**B** Three-digit plan number (PN) ▶ 005

**C** Plan sponsor's name as shown on line 2a of Form 5500
BERRY GLOBAL FILMS, LLC

**D** Employer Identification Number (EIN)
35-2184293

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1**

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): _____ _____

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... **3** 22

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6 a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11 a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

## Part VII IRS Compliance Questions

| | | |
|---|---|---|
| **20a** Is the plan a 401(k) plan? | ☐ Yes | ☐ No |
| **20b** If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)? | ☐ Design-based safe harbor method | ☐ ADP/ACP test |
| **20c** If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))? | ☐ Yes | ☐ No |
| **21a** Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b): | ☐ Ratio percentage test | ☐ Average benefit test |
| **21b** Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? | ☐ Yes | ☐ No |
| **22a** Has the plan been timely amended for all required tax law changes? | ☐ Yes | ☐ No ☐ N/A |

**22b** Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

**22c** If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

**22d** If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

| | | |
|---|---|---|
| **23** Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)? | ☐ Yes | ☐ No |

**AEP ALABAMA UNION EMPLOYEES' PENSION PLAN**

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULES

**and**

INDEPENDENT AUDITORS' REPORT

**October 31, 2016 and 2015**

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RUCCI, BARDARO & FALZONE PC
Certified Public Accountants and Business Advisors

# INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
**AEP Alabama Union Employees' Pension Plan**
Montvale, NJ

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **AEP Alabama Union Employees' Pension Plan**, which comprise the statements of net assets available for benefits and of accumulated plan benefits as of October 31, 2016 and 2015, and the related statement of changes in net assets available for benefits and of changes in accumulated plan benefits for the year ended October 31, 2016, 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 controls 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 the 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, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

## Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Wells Fargo Bank N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended October 31, 2016 and 2015, that the information provided to the plan administrator by the trustee is complete and accurate.

- CONTINUED -

## INDEPENDENT AUDITORS' REPORT - CONTINUED

**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 schedules of Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) and Schedule H, Line 4j -- Schedule of Reportable Transactions as of and for the year ended October 31, 2016, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are 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 schedules referred to above.

**Report on Form and Content in Compliance With DOL Rules and Regulations**
The form and content of the information included in the financial statements and supplemental schedules, other than that derived from 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Rucci, Bardaro & Falzone, PC
Certified Public Accountants
Woburn, Massachusetts

August 9, 2017

# AEP Alabama Union Employees' Pension Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

**As of October 31,**

| | 2016 | 2015 |
|---|---|---|
| **ASSETS** | | |
| Investments, at fair value: | | |
| Common stock | $ 674,048 | $ 667,881 |
| Corporate debt instruments | 159,406 | 130,626 |
| Corporate debt instruments - preferred | 219,030 | 245,491 |
| Common collective trust | 14,792 | 25,727 |
| **Total investments** | 1,067,276 | 1,069,725 |
| Receivables: | | |
| Employer contribution receivable | 74,085 | 177,084 |
| Interest and dividend receivable | 5,064 | 5,905 |
| **Total receivables** | 79,149 | 182,989 |
| **Total assets** | 1,146,425 | 1,252,714 |
| **LIABILITIES** | | |
| Accrued expenses | 17,000 | 10,667 |
| **Total liabilities** | 17,000 | 10,667 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | $ 1,129,425 | $ 1,242,047 |

**The accompanying notes are an integral part of the financial statements.**

# AEP Alabama Union Employees' Pension Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

**For the year ended October 31,**

| | | 2016 |
|---|---|---|
| **ADDITIONS** | | |
| Investment and other income: | | |
| Interest | $ | 16,178 |
| Dividends | | 18,846 |
| Net appreciation in fair value of common stock | | 38,249 |
| Net appreciation in fair value of corporate debt instruments | | 5,930 |
| **Total investment income** | | 79,203 |
| Employer contributions | | 74,085 |
| **Total additions** | | 153,288 |
| **DEDUCTIONS** | | |
| Benefits paid directly to participants | | 203,646 |
| Administrative expenses | | 62,264 |
| **Total deductions** | | 265,910 |
| **Net decrease** | | (112,622) |
| **Net assets available for benefits, beginning of year** | | 1,242,047 |
| **Net assets available for benefits, end of year** | $ | 1,129,425 |

**The accompanying notes are an integral part of the financial statements.**

## AEP Alabama Union Employees' Pension Plan

STATEMENTS OF ACCUMULATED PLAN BENEFITS

**October 31,**

| | 2016 | 2015 |
|---|---|---|
| **Actuarial present value of accumulated plan benefits** | | |
| Vested benefits: | | |
| Participants currently receiving payments | $ 2,975 | $ 3,116 |
| Other participants | 1,495,961 | 1,531,813 |
| **Total vested benefits** | 1,498,936 | 1,534,929 |
| Nonvested benefits | - | 25,800 |
| **Total actuarial present value of accumulated plan benefits** | $ 1,498,936 | $ 1,560,729 |

**The accompanying notes are an integral part of the financial statements.**

# AEP Alabama Union Employees' Pension Plan

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

**For the year ended October 31,**

| | 2016 |
|---|---|
| **Actuarial present value of accumulated plan benefits, beginning of year** | $ 1,560,729 |
| Increase (decrease) during the year attributable to: | |
| Interest due to decrease in the discount period | 94,586 |
| Additional benefits accumulated (including the effect of noninvestment experience) | (74,485) |
| Change in assumptions | 121,752 |
| Benefits paid to participants | (203,646) |
| **Net decrease** | (61,793) |
| **Total actuarial present value of accumulated plan benefits, end of year** | $ 1,498,936 |

**The accompanying notes are an integral part of the financial statements.**

# AEP Alabama Union Employees' Pension Plan

NOTES TO FINANCIAL STATEMENTS

**October 31, 2016 and 2015**

## NOTE A - DESCRIPTION OF THE PLAN

The following brief description of the **AEP Alabama Union Employees' Pension Plan** (the "Plan") is provided only for general information. Participants should refer to the plan document for more complete description of the Plan's provisions.

1. **General**

The Plan is a noncontributory defined benefit pension plan, which was established on November 1, 1988 by Chelsea Industries, Inc. On October 14, 2011 AEP Industries Inc. (the "Employer") purchased the assets and liabilities of Webster Industries, and assumed the responsibility for being the plan administrator of the Webster Alabama Union Employees' Pension Plan, and subsequently changed the name of the Plan to the AEP Alabama Union Employees' Pension Plan.

An employee at the Employer's Montgomery, Alabama facility receiving hourly remuneration and who has worked 750 hours during the Plan year or during the 12 months subsequent to the date of hire is eligible to participate in the Plan. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan was amended on March 11, 2014 to cease all accrual of further benefits under the Plan for all periods after March 31, 2014 and to no longer allow new participants to enter the Plan after March 31, 2014.

2. **Plan Administrator**

The Employer is the plan administrator and has the authority to appoint person(s) or entities to carry out the operation of the Plan.

3. **Funding Policy**

The Employer makes annual contributions to the Plan in amounts required to provide the benefits under the Plan determined by the application of accepted actuarial methods and assumptions, as calculated by an enrolled actuary using the aggregate cost method. The Employer's contributions to the Plan are designed to annually fund current service costs, and to fund prior service costs, over approximately 30 years. The Employer's contribution related to the Plan years ended October 31, 2016 and 2015 totaled $74,085 and $238,964, respectively.

## NOTE A - DESCRIPTION OF THE PLAN - Continued

4. **Pension Benefits**

Plan participants receive a monthly pension benefit equal to $4.90 per month for service credited on or before October 31, 1991, $6.00 per month for service credited between November 1, 1991 and October 31, 2001, $9.00 per month for service credited between November 1, 2001 and October 31, 2008, and $10.00 per month for service credited after October 31, 2008, multiplied by the years of service, not to exceed 30 years, reduced by the monthly benefit payable from the prior multiemployer plan for any period during which the Employer made contributions on behalf of the employee.

The normal form of benefit payment is a life annuity guaranteed for three years; however, optional forms of payment include lump sum, life annuity, life annuity guaranteed for ten years and joint and survivor annuity as the participant or beneficiary may elect.

The Plan permits early retirement upon attainment of age 55 and completion of at least ten years of vested service. Benefits are determined in the same manner as normal retirement and are reduced by the appropriate early retirement factor, as defined in the Plan Document.

5. **Death Benefits**

If an active employee entitled to a vested benefit dies, a death benefit equal to the vested pension benefit, as adjusted for joint and survivor benefits, will become payable to the employee's spouse any time after the deceased participant's early retirement date.

6. **Vesting**

A participant's vested interest is based on years of continuous service. A participant is 100% vested in his/her benefits after five years of service with the Employer. One year of service for purposes of vesting is reached upon completion of 750 hours of service in a given year.

7. **Plan Termination**

Although, it has not expressed any intention to do so, the Employer has the right to terminate the Plan.

**NOTE A - DESCRIPTION OF THE PLAN - Continued**

7. **Plan Termination - Continued**

In the event the Plan terminates, 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:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity the Plan. 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 year preceding Plan termination.

2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed subsequently).

3. All other vested benefits (that is, vested benefits not insured by the PBGC).

4. All nonvested benefits.

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 under the Plan, 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, a statutory ceiling exists, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2016 that ceiling is $5,011.33 per month (or $60,136 per year). That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

## NOTE A - DESCRIPTION OF THE PLAN - Continued

7. **Plan Termination - Continued**
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.

8. **Disability Benefits**
Disability benefits are payable without reduction and commence in the fifth month after disablement.

## NOTE B - SIGNIFICANT ACCOUNTING POLICIES

1. **Basis of Accounting**
The financial statements have been prepared on the accrual basis of accounting.

2. **Valuation of Investments 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. See Note E for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

3. **Payment of Benefits**
Benefit payments to participants are recorded upon distribution.

4. **Use of Estimates in the Preparation of Financial Statements**
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 reporting of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

## NOTE B - SIGNIFICANT ACCOUNTING POLICIES - Continued

5. Administrative Expenses

The Plan's expenses are paid either by the Plan or the Employer, as provided by the Plan document. Expenses that are paid directly by the Employer are excluded from the financial statements. Certain expenses incurred in connection with the 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, certain investment related expenses are included in net appreciation of fair value of investments presented in the statement of changes in net assets available for benefits.

## NOTE C - INFORMATION CERTIFIED BY THE TRUSTEE AND CUSTODIAN (UNAUDITED)

The Plan's investments are held by Wells Fargo Bank, N.A. ("Wells Fargo"), the Plan's trustee and custodian. Financial information included in the accompanying financial statements and supplemental schedules at October 31, 2016 and 2015, and net appreciation/depreciation in fair values of investments, interest, dividends and other income for the year ended October 31, 2016 were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Wells Fargo.

## NOTE D - INVESTMENTS

As of October 31, 2016 and 2015, respectively, the Plan did not have any investments which represent 5% or more of Plan net assets.

During the year ended October 31, 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $44,179 as follows:

| | |
|---|---|
| Common stock | $ 38,249 |
| Corporate debt instruments | 5,930 |
| | $ 44,179 |

## NOTE E - 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 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:

- 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 specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at October 31, 2016 and 2015.

*Common stock:* Valued at the closing price reported on the active market on which the individual securities are traded.

## NOTE E - FAIR VALUE MEASUREMENTS - Continued

### Level 3 - Continued

*Corporate debt instruments:* Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

*Common collective trusts:* Valued at the net asset value (NAV) of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2016:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common Stock | $ 674,048 | $ - | $ - | $ 674,048 |
| Corporate Debt Instruments | - | 378,436 | - | 378,436 |
| Common Collective Trust | - | 14,792 | - | 14,792 |
| Total assets at fair value | $ 674,048 | $ 393,228 | $ - | $ 1,067,276 |

**NOTE E - FAIR VALUE MEASUREMENTS - Continued**

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2015:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common Stock | $ 667,881 | $ - | $ - | $ 667,881 |
| Corporate Debt Instruments | - | 376,117 | - | 376,117 |
| Common Collective Trust | - | 25,727 | - | 25,727 |
| Total assets at fair value | $ 667,881 | $ 401,844 | $ - | $ 1,069,725 |

*Fair Value of Investments in Entities that Use NAV*

The following table summarizes investments measured at fair value based on NAV per share as of October 31, 2016 and 2015, respectively:

| October 31, 2016 | Fair Value | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|---|---|---|---|---|
| Common Collective Trust | $14,792 | N/A | Daily | 30 days |

| October 31, 2015 | Fair Value | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|---|---|---|---|---|
| Common Collective Trust | $25,727 | N/A | Daily | 30 days |

*Transfers Between Levels*

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. There were no transfers between levels for the years ended October 31, 2016 and 2015.

## NOTE F - 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 change 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 G - 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 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 accumulated based on employees' compensation during each year of credited service. The accumulated plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date. 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.

## NOTE G - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS - Continued

The actuarial present value of accumulated plan benefits is determined by an independent actuary and it is that amount which 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. The significant actuarial assumptions used in the valuation as of October 31, 2016 and 2015 were (a) pre and post-retirement mortality (2016 and 2015 Mortality Tables per IRS Regulation 1.412(1)(7)-1 for 2016 and 2015, respectively), (b) retirement age assumptions (assumed retirement age of 65), (c) investment return (assumed rate of return of 7.5% for 2016 and 2015, respectively), and (d) interest discount rate (3.80% and 4.25% for 2016 and 2015, respectively).

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

## NOTE H - TAX STATUS OF THE PLAN

The Sponsor adopted a prototype plan as of January 31, 2008. The prototype plan received an opinion letter January 31, 2011, in which the IRS stated that the form of the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Sponsor and the administrator believe that the Plan is designed and operated in compliance with the applicable requirements of the Code.

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 not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

## NOTE I - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Wells Fargo Bank, N.A., the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions.

Certain administrative functions are performed by officers and employees of the Sponsor or its subsidiaries. No such officer or employee receives compensation from the Plan.

## NOTE J - SUBSEQUENT EVENTS

On January 20, 2017 Berry Global Group, Inc. purchased the assets and liabilities of AEP Industries Inc., and assumed the responsibility for being the plan administrator of the AEP Alabama Union Employees' Pension Plan. The plan's name has not changed and continues to be AEP Alabama Union Employees' Pension Plan.

Management has evaluated subsequent events through August 9, 2017, the date the financial statements were available to be issued. Except as disclosed above, there are no recognized or non-recognized subsequent events that existed at the balance sheet date which are necessary to disclose to keep the financial statements from being misleading.

## AEP Alabama Union Employees' Pension Plan

SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Employer Identification Number: 22-1916107 -- Plan Number: 005

**October 31, 2016**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment | (d) Historical Cost | (e) Current Value |
|---|---|---|---|---|
| | 3M Co. | Common Stock | $ 7,846 | $ 16,530 |
| | Abbott Laboratories | Common Stock | 7,484 | 11,772 |
| | AbbVie Inc. | Common Stock | 9,677 | 16,734 |
| | Adient PLC | Common Stock | 1,165 | 1,138 |
| | Aflac Inc. | Common Stock | 15,479 | 20,661 |
| | Alcoa Inc. | Common Stock | 15,002 | 14,360 |
| | Allstate Corp. | Common Stock | 15,757 | 20,370 |
| | Analog Devices Inc. | Common Stock | 5,998 | 12,820 |
| | Apache Corp. | Common Stock | 22,922 | 17,844 |
| | Apple Inc. | Common Stock | 19,090 | 22,708 |
| | Ares Cap Corp. | Common Stock | 17,100 | 15,300 |
| | Brinkler Intl Inc. | Common Stock | 19,241 | 19,696 |
| | Caterpillar Inc. | Common Stock | 17,281 | 16,692 |
| | ConocoPhillips | Common Stock | 18,662 | 13,035 |
| | CSX Corp. | Common Stock | 17,828 | 21,357 |
| | CVS Health Corp. | Common Stock | 18,810 | 16,820 |
| | Deere & Co. | Common Stock | 14,794 | 17,660 |
| | Delta Air Lines Inc. | Common Stock | 18,990 | 18,797 |
| | FedEx Corp. | Common Stock | 8,891 | 17,432 |
| | Foot Locker Inc. | Common Stock | 5,203 | 10,015 |
| | General Electric Co. | Common Stock | 13,753 | 23,280 |
| | Genuine Parts Co. | Common Stock | 7,172 | 18,118 |
| | Group 1 Automotive Inc. | Common Stock | 19,242 | 21,095 |
| | Illinois Tool Works Inc. | Common Stock | 10,786 | 22,714 |
| | Johnson & Johnson | Common Stock | 12,452 | 23,198 |
| | Johnson Controls Inc. | Common Stock | 11,423 | 10,080 |
| | Kimberly Clark Corp. | Common Stock | 9,586 | 17,161 |
| | Medical Properties Trust | Common Stock | 17,556 | 16,728 |
| | Microsoft Corp. | Common Stock | 9,572 | 23,968 |
| | Novartis AG - ADR | Common Stock | 8,792 | 14,204 |
| | Omnicom Group Inc. | Common Stock | 11,498 | 19,955 |
| | Pfizer Inc. | Common Stock | 10,979 | 19,026 |
| | PNC Financial Services Group | Common Stock | 16,764 | 19,120 |
| | Suncor Energy Inc. | Common Stock | 19,386 | 18,012 |
| | United Technologies Corp. | Common Stock | 13,311 | 20,440 |
| | UnitedHealth Group Inc. | Common Stock | 11,320 | 28,266 |
| | Walt Disney Co. | Common Stock | 18,463 | 18,538 |
| | Wells Fargo & Co. | Common Stock | 16,279 | 18,404 |
| | **Total common stock** | | **515,554** | **674,048** |

## AEP Alabama Union Employees' Pension Plan

SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
Employer Identification Number: 22-1916107 -- Plan Number: 005

**October 31, 2016**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment | (d) Historical Cost | (e) Current Value |
|---|---|---|---|---|
| | AT&T Inc.<br>4.450% 5/15/2021 DD 4/29/2011 | Corporate Debt Instruments | 53,592 | 53,989 |
| | Arrow Electronic Inc.<br>3.500% 4/1/2022 | Corporate Debt Instruments | 50,150 | 51,345 |
| | Union Pacific Co.<br>3.646% 2/15/2024 DD 8/21/2013 | Corporate Debt Instruments | 24,551 | 24,799 |
| | VR Toyota Motor Credit<br>2.750% 2/5/2028 | Corporate Debt Instruments | 29,475 | 29,273 |
| | **Total corporate debt instruments** | | **157,768** | **159,406** |
| | Apple Inc.<br>2.400% 5/3/2023 DD 5/3/2013 | Corporate Debt Instruments - Preferred | 47,976 | 50,234 |
| | Boeing Co.<br>4.875% 2/15/2020 DD 7/28/2009 | Corporate Debt Instruments - Preferred | 24,879 | 27,689 |
| | General Elec Cap Corp.<br>5.250% 5/15/2018 DD 5/15/2008 | Corporate Debt Instruments - Preferred | 50,000 | 52,741 |
| | JP Morgan Chase & Co.<br>3.000% 11/15/2027 DD 11/15/2012 | Corporate Debt Instruments - Preferred | 25,000 | 24,314 |
| | Walmart Stores Inc.<br>5.875% 4/5/2027 DD 4/5/2007 | Corporate Debt Instruments - Preferred | 53,678 | 64,052 |
| | **Total corporate debt instruments - preferred** | | **201,533** | **219,030** |
| * | Wells Fargo Short Tem Investment Fund N | Common Collective Trust | 14,792 | 14,792 |
| | **Total common collective trust** | | **14,792** | **14,792** |
| | **Total investments** | | **$ 889,647** | **$ 1,067,276** |

* Indicates a party-in-interest

## AEP Alabama Union Employees' Pension Plan

SCHEDULE H, LINE 4j -- SCHEDULE OF REPORTABLE TRANSACTIONS
Employer Identification Number: 22-1916107 -- Plan Number: 005

**For the year ended October 31, 2016**

| (a) Identify of Party Involved | (b) Description of Investment | (c) Purchase Price | (d) Selling Price | (e) Lease Rental | (f) Expense Incurred with Transaction | (g) Cost of Asset | (h) Current Value of Asset on Transaction Date | (i) Net Gain or (Loss) |
|---|---|---|---|---|---|---|---|---|
| **Series of transactions in excess of 5% of plan assets** | | | | | | | | |
| Wells Fargo | Wells Fargo Short Term Investment Fund N | $ 408,604 | $ - | $ - | $ - | $ 408,604 | $ 408,604 | $ - |
| Wells Fargo | Wells Fargo Short Term Investment Fund N | $ - | $ 419,528 | $ - | $ - | $ 419,528 | $ 419,528 | $ - |
| **Single transactions in excess of 5% of plan assets** | | | | | | | | |
| Wells Fargo | Wells Fargo Short Term Investment Fund N | $ 177,084 | $ - | $ - | $ - | $ 177,084 | $ 177,084 | $ - |
| Wells Fargo | Wells Fargo Short Term Investment Fund N | $ 77,399 | $ - | $ - | $ - | $ 77,399 | $ 77,399 | $ - |

MB/SB Actuary Signature

| SCHEDULE SB (Form 5500) | Single-Employer Defined Benefit Plan Actuarial Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ File as an attachment to Form 5500 or 5500-SF. | 2015<br>This Form is Open to Public Inspection |

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

▶ **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 | B Three-digit plan number (PN) ▶ |
|---|---|
| AEP Alabama Union Employees' Pension Plan | 005 |
| **C** Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br>Berry Global Films, LLC | **D** Employer Identification Number (EIN)<br>35-2184293 |

**E** Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

**F** Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

## Part I Basic Information

1 Enter the valuation date: Month 11 Day 1 Year 2015

2 Assets:

| | | |
|---|---|---|
| a Market value | 2a | 1,242,047 |
| b Actuarial value | 2b | 1,331,131 |

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 | 1 | 3,214 | 3,214 |
| b For terminated vested participants | 18 | 52,663 | 52,663 |
| c For active participants | 238 | 1,508,517 | 1,508,517 |
| d Total | 257 | 1,564,394 | 1,564,394 |

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 | 6.49 % |
| 6 Target normal cost | 6 | |

**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**

Signature of actuary — Date: 07/31/2017

PAUL J. BRENNAN — Type or print name of actuary

17-01485 — Most recent enrollment number

BOSTON BENEFITS CONSULTING, INC. — Firm name

(978)318-9900 — Telephone number (including area code)

100 MAIN STREET

CONCORD MA 01742-2528 — 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 [ ]

## 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 | 15,095 |
| 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 | 15,095 |
| 10 | Interest on line 9 using prior year's actual return of -3.59% | 0 | -542 |
| 11 | Prior year's excess contributions to be added to prefunding balance: | | |
| | a Present value of excess contributions (line 38a from prior year) | | 164215 |
| | 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 6.69% | | 10986 |
| | b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return | | 0 |
| | c Total available at beginning of current plan year to add to prefunding balance | | 175201 |
| | d Portion of (c) to be added to prefunding balance | | 64873 |
| 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 | 79426 |

## Part III Funding Percentages

| | | | |
|---|---|---|---|
| 14 | Funding target attainment percentage | 14 | 80.01 % |
| 15 | Adjusted funding target attainment percentage | 15 | 80.01 % |
| 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 | 80.01 % |
| 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 |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ► 18(b) | 0 | 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 |
| b | Contributions made to avoid restrictions adjusted to valuation date | 19b |
| c | Contributions allocated toward minimum required contribution for current year adjusted to valuation date | 19c |

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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 |
|---|---|---|---|
| 0 | 0 | 0 | 0 |

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

21 Discount rate:

a Segment rates:

| 1st segment: | 2nd segment: | 3rd segment: | |
|---|---|---|---|
| 4.72 % | 6.11 % | 6.81 % | ☐ N/A, full yield curve used |

b Applicable month (enter code) — 21b: 0

22 Weighted average retirement age — 22: 65

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:

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) — 29:

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: 0

b Excess assets, if applicable, but not greater than line 31a — 31b:

32 Amortization installments:

| | Outstanding Balance | Installment |
|---|---|---|
| a Net shortfall amortization installment | 312,689 | 64,559 |
| 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: 64,559

| | Carryover balance | Prefunding balance | Total balance |
|---|---|---|---|
| 35 Balances elected for use to offset funding requirement | | 64,559 | 64,559 |

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:

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) — 38a: 0

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:

**AEP Alabama Union Employees' Pension Plan**
**EIN: 35-2184293 PN: 005**
**Statement of Assumptions and Weighted Age**

**Actuarial Assumptions and Methods**

| | |
|---|---|
| **Actuarial cost method** | Unit credit cost method |
| **Asset valuation method** | Market value with 3 year smoothing for funding calculations |
| **Actuarial assumptions** | |
| ERISA Interest Rates | IRS segment rates of 4.72%, 6.11%, and 6.81% |
| FAS Discount Rate | 4.30% |
| FAS Return on Assets | 7.50% |
| Compensation Increases | N.A. |
| Social Security Wage Base | N.A. |
| Retirement Age | Age 65 |
| Termination of Employment | None assumed |
| Mortality | |
| Funding calculations | 2015 IRS Mortality Table |
| FAS calculations | 2015 MP Mortality Table |
| Changes | The FAS discount rate was increased from 4.25% to 4.30% to reflect the Citigroup Pension Index and the assumed return on assets was reduced from 8.50% to 7.50% to reflect current investment expense. |

**AEP Alabama Union Employees' Pension Plan**
**EIN: 35-2184293 PN: 005**
**Statement of Assumptions and Weighted Age**

**Actuarial Assumptions and Methods**

| | |
|---|---|
| **Actuarial cost method** | Unit credit cost method |
| **Asset valuation method** | Market value with 3 year smoothing for funding calculations |
| **Actuarial assumptions** | |
| ERISA Interest Rates | IRS segment rates of 4.72%, 6.11%, and 6.81% |
| FAS Discount Rate | 4.30% |
| FAS Return on Assets | 7.50% |
| Compensation Increases | N.A. |
| Social Security Wage Base | N.A. |
| Retirement Age | Age 65 |
| Termination of Employment | None assumed |
| Mortality | |
| Funding calculations | 2015 IRS Mortality Table |
| FAS calculations | 2015 MP Mortality Table |
| Changes | The FAS discount rate was increased from 4.25% to 4.30% to reflect the Citigroup Pension Index and the assumed return on assets was reduced from 8.50% to 7.50% to reflect current investment expense. |

**AEP Alabama Union Employees' Pension Plan**
**EIN: 35-2184293 PN: 005**
**Summary of Plan Provisions**

**Plan Provisions**

| | |
|---|---|
| **Effective Date** | November 1, 1988 |
| **Eligible Employees** | Any employee at the Company's Montgomery, Alabama facility who is receiving hourly remuneration. No employees are eligible to join the Plan after April 1, 2014. |
| **Participation Date** | January 1 or July 1 following completion of one year of Eligibility Service |

**Definitions**

| | |
|---|---|
| Vesting Service | One year for each 750-hour calendar year of employment |
| Eligibility Service | One year for each 750-hour computation period. Computation period means the twelve consecutive month period following the date an employee first completes an hour of service, and each Plan Year thereafter |
| Benefit Service | Beginning with the later of January 1, 1980 and date of hire, an employees shall be credited with Benefit Service based on the following schedule:<br><br>As of April 1, 2014 benefit accruals ceased. |

| Hours of Service an Eligible Employee in Calendar Year | Amount of Benefit Service |
|---|---|
| Less than 375 | 0 years |
| 375 - 749 | 1/4 year |
| 750 - 1,039 | 1/2 year |
| 1,040 - 1,499 | 3/4 year |
| 1,500 or more | 1 year |

**Plan Provisions (cont.)**

Prior to January 1, 1980, Benefit Service was credited based on the schedule then in effect

Normal Retirement Date

First of month coinciding with or next following the attainment of age 65 with 5 years of Vesting Service

Monthly Pension Benefits

The sum of (a), (b), (c), and (d) less (e):

(a) $10.00 per month multiplied by Benefit Service credited after October 31, 2008

(b) $9.00 per month multiplied by Benefit Service credited after October 31, 2001 and before November 1, 2008

(c) $6.00 per month multiplied by Benefit Service credited after October 31, 1991 and before November 1, 2001

(d) $4.90 per month multiplied by Benefit Service credited before November 1, 1991

(e) The benefit payable from the prior multiemployer plan for any period during which the employer made contributions on behalf of the employee

In no event shall the sum of Benefit Service credited under (a) exceed 30 years. In no event shall Benefit Service credited under (a), (b), and (c) combined exceed 30 years

Monthly Preretirement

50% of the Monthly Pension Benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the employee's 55th birthday

**Eligibility for Benefits**

Normal Retirement

Monthly Pension Benefit determined as of Normal Retirement Date

**Plan Provisions (cont.)**

| | |
|---|---|
| Early Retirement | Retire before Normal Retirement Date and on or after both attaining age 55 and completing 10 years of Vesting Service |
| Disability Retirement | Totally and permanently disabled after completing at least 10 years of Vesting Service |
| Postponed Retirement | Retire after Normal Retirement Date |
| Deferred Vested | Termination for reasons other than death or retirement after completing 5 years of Vesting Service |
| Preretirement Spouse Benefit | Die while eligible for Deferred Vested, Early, Normal, or Postponed Retirement Benefits, with a surviving spouse |

**Monthly Benefits Paid Upon the Following Events**

| | |
|---|---|
| Normal Retirement | Monthly Pension Benefit determined as of Normal Retirement Date |
| Early Retirement | Monthly Pension Benefit determined as of early retirement date, reduced by 0.25% for each of the first 36 months and by 0.50% for each additional month by which Early Retirement Date precedes Normal Retirement Date |
| Disability Retirement | Monthly Pension Benefit based on Benefit Service earned at the time of disability payable beginning after the fifth month of disability and continuing until death, retirement, or recovery |
| Postponed Retirement | Monthly Pension Benefit determined as of actual retirement date |

**Monthly Benefits Paid Upon the Following Events (cont.)**

| | |
|---|---|
| Termination with Deferred Vested Benefit | Monthly Pension Benefit determined as of termination date, payable at Normal Retirement Date or anytime after age 55 reduced 0.50% for each month by which commencement of payments precedes Normal Retirement Date |
| Death with Preretirement Spouse Benefits | Monthly Preretirement Spouse Benefit is payable |
| Forms of Payment | Monthly Pension Benefits will be paid as a three-year certain and life annuity, if the participant has no spouse as of the date payments commence, or if the participant so elects. Married participants will be paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the Plan. Optional forms include a ten-year certain and life annuity, a three-year certain and life annuity, and a lump sum payment. |
| **Changes in Plan Provisions** | There were no changes in Plan provisions during the Plan Year. |

E.I.N. 35-2184293 P.N. 005

Schedule SB, line 32 - Schedule of Amortization Bases

ALABAMA UNION EMPLOYEES' PENSION PLAN

| | Date Established | Amortization Installment | Years Remaining Installments Amortization Period | Present Value Amortization of Remaining Installments |
|---|---|---|---|---|
| **A. AMORTIZATION BASE** | | | | |
| **Shortfall** | 01-Nov-13 | 46,226 | 5.00 | 211,213 |
| **Shortfall** | 01-Nov-14 | 12,508 | 6.00 | 66,449 |
| **Shortfall** | 01-Nov-15 | 5,825 | | |
| **Totals:** | | **64,559** | | **277,662** |

## AEP Alabama Union Employees' Pension Plan

SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Employer Identification Number: 22-1916107 -- Plan Number: 005

**October 31, 2016**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment | (d) Historical Cost | (e) Current Value |
|---|---|---|---|---|
| | 3M Co. | Common Stock | $ 7,846 | $ 16,530 |
| | Abbott Laboratories | Common Stock | 7,484 | 11,772 |
| | AbbVie Inc. | Common Stock | 9,677 | 16,734 |
| | Adient PLC | Common Stock | 1,165 | 1,138 |
| | Aflac Inc. | Common Stock | 15,479 | 20,661 |
| | Alcoa Inc. | Common Stock | 15,002 | 14,360 |
| | Allstate Corp. | Common Stock | 15,757 | 20,370 |
| | Analog Devices Inc. | Common Stock | 5,998 | 12,820 |
| | Apache Corp. | Common Stock | 22,922 | 17,844 |
| | Apple Inc. | Common Stock | 19,090 | 22,708 |
| | Ares Cap Corp. | Common Stock | 17,100 | 15,300 |
| | Brinkler Intl Inc. | Common Stock | 19,241 | 19,696 |
| | Caterpillar Inc. | Common Stock | 17,281 | 16,692 |
| | ConocoPhillips | Common Stock | 18,662 | 13,035 |
| | CSX Corp. | Common Stock | 17,828 | 21,357 |
| | CVS Health Corp. | Common Stock | 18,810 | 16,820 |
| | Deere & Co. | Common Stock | 14,794 | 17,660 |
| | Delta Air Lines Inc. | Common Stock | 18,990 | 18,797 |
| | FedEx Corp. | Common Stock | 8,891 | 17,432 |
| | Foot Locker Inc. | Common Stock | 5,203 | 10,015 |
| | General Electric Co. | Common Stock | 13,753 | 23,280 |
| | Genuine Parts Co. | Common Stock | 7,172 | 18,118 |
| | Group 1 Automotive Inc. | Common Stock | 19,242 | 21,095 |
| | Illinois Tool Works Inc. | Common Stock | 10,786 | 22,714 |
| | Johnson & Johnson | Common Stock | 12,452 | 23,198 |
| | Johnson Controls Inc. | Common Stock | 11,423 | 10,080 |
| | Kimberly Clark Corp. | Common Stock | 9,586 | 17,161 |
| | Medical Properties Trust | Common Stock | 17,556 | 16,728 |
| | Microsoft Corp. | Common Stock | 9,572 | 23,968 |
| | Novartis AG - ADR | Common Stock | 8,792 | 14,204 |
| | Omnicom Group Inc. | Common Stock | 11,498 | 19,955 |
| | Pfizer Inc. | Common Stock | 10,979 | 19,026 |
| | PNC Financial Services Group | Common Stock | 16,764 | 19,120 |
| | Suncor Energy Inc. | Common Stock | 19,386 | 18,012 |
| | United Technologies Corp. | Common Stock | 13,311 | 20,440 |
| | UnitedHealth Group Inc. | Common Stock | 11,320 | 28,266 |
| | Walt Disney Co. | Common Stock | 18,463 | 18,538 |
| | Wells Fargo & Co. | Common Stock | 16,279 | 18,404 |
| | **Total common stock** | | **515,554** | **674,048** |

## AEP Alabama Union Employees' Pension Plan

SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
Employer Identification Number: 22-1916107 -- Plan Number: 005

**October 31, 2016**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment | (d) Historical Cost | (e) Current Value |
|---|---|---|---|---|
| | AT&T Inc. | | | |
| | 4.450% 5/15/2021 DD 4/29/2011 | Corporate Debt Instruments | 53,592 | 53,989 |
| | Arrow Electronic Inc. | | | |
| | 3.500% 4/1/2022 | Corporate Debt Instruments | 50,150 | 51,345 |
| | Union Pacific Co. | | | |
| | 3.646% 2/15/2024 DD 8/21/2013 | Corporate Debt Instruments | 24,551 | 24,799 |
| | VR Toyota Motor Credit | | | |
| | 2.750% 2/5/2028 | Corporate Debt Instruments | 29,475 | 29,273 |
| | **Total corporate debt instruments** | | **157,768** | **159,406** |
| | Apple Inc. | | | |
| | 2.400% 5/3/2023 DD 5/3/2013 | Corporate Debt Instruments - Preferred | 47,976 | 50,234 |
| | Boeing Co. | | | |
| | 4.875% 2/15/2020 DD 7/28/2009 | Corporate Debt Instruments - Preferred | 24,879 | 27,689 |
| | General Elec Cap Corp. | | | |
| | 5.250% 5/15/2018 DD 5/15/2008 | Corporate Debt Instruments - Preferred | 50,000 | 52,741 |
| | JP Morgan Chase & Co. | | | |
| | 3.000% 11/15/2027 DD 11/15/2012 | Corporate Debt Instruments - Preferred | 25,000 | 24,314 |
| | Walmart Stores Inc. | | | |
| | 5.875% 4/5/2027 DD 4/5/2007 | Corporate Debt Instruments - Preferred | 53,678 | 64,052 |
| | **Total corporate debt instruments - preferred** | | **201,533** | **219,030** |
| * | Wells Fargo Short Tem Investment Fund N | Common Collective Trust | 14,792 | 14,792 |
| | **Total common collective trust** | | **14,792** | **14,792** |
| | **Total investments** | | **$ 889,647** | **$ 1,067,276** |

* Indicates a party-in-interest

## AEP Alabama Union Employees' Pension Plan

SCHEDULE H, LINE 4j -- SCHEDULE OF REPORTABLE TRANSACTIONS
Employer Identification Number: 22-1916107 -- Plan Number: 005

**For the year ended October 31, 2016**

| (a) Identify of Party Involved | (b) Description of Investment | (c) Purchase Price | (d) Selling Price | (e) Lease Rental | (f) Expense Incurred with Transaction | (g) Cost of Asset | (h) Current Value of Asset on Transaction Date | (i) Net Gain or (Loss) |
|---|---|---|---|---|---|---|---|---|
| **Series of transactions in excess of 5% of plan assets** | | | | | | | | |
| Wells Fargo | Wells Fargo Short Term Investment Fund N | $ 408,604 | $ - | $ - | $ - | $ 408,604 | $ 408,604 | $ - |
| Wells Fargo | Wells Fargo Short Term Investment Fund N | $ - | $ 419,528 | $ - | $ - | $ 419,528 | $ 419,528 | $ - |
| **Single transactions in excess of 5% of plan assets** | | | | | | | | |
| Wells Fargo | Wells Fargo Short Term Investment Fund N | $ 177,084 | $ - | $ - | $ - | $ 177,084 | $ 177,084 | $ - |
| Wells Fargo | Wells Fargo Short Term Investment Fund N | $ 77,399 | $ - | $ - | $ - | $ 77,399 | $ 77,399 | $ - |

| Form 5500 | Annual Return/Report of Employee Benefit Plan | OMB Nos. 1210-0110 1210-0089 |
|---|---|---|
| Department of the Treasury Internal Revenue Service<br>Department of Labor Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | 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).<br>▶ Complete all entries in accordance with the instructions to the Form 5500. | 2015<br>This Form is Open to Public Inspection |

**Part I Annual Report Identification Information**

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

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
AEP Alabama Union Employees' Pension Plan

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 11/01/1988

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
Berry Global Films, LLC

101 Oakley Street

Evansville IN 47710

2b Employer Identification Number (EIN) 35-2184293

2c Plan Sponsor's telephone number (812)424-2904

2d Business code (see instructions) 326100

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 | Signature of plan administrator | Date 7/27/17 | Enter name of individual signing as plan administrator Glenny Adames |
| 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)

Preparer's telephone number

| | | |
|---|---|---|
| **3a** Plan administrator's name and address ☒ Same as Plan Sponsor | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **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: | **4b** EIN | 22-1916107 |
| **a** Sponsor's name AEP Industries, Inc. | **4c** PN | 005 |
| **5** Total number of participants at the beginning of the plan year | **5** | 257 |
| **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)** | 238 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 217 |
| **b** Retired or separated participants receiving benefits | **6b** | 1 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 17 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 235 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e**. | **6f** | 235 |
| **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:

1A 1H 3H 1I

**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) | | **9b** Plan benefit arrangement (check all that apply) | |
|---|---|---|---|
| (1) | ☐ Insurance | (1) | ☐ Insurance |
| (2) | ☐ Code section 412(e)(3) insurance contracts | (2) | ☐ Code section 412(e)(3) insurance contracts |
| (3) | ☒ Trust | (3) | ☒ Trust |
| (4) | ☐ General assets of the sponsor | (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** | | **b General Schedules** | |
|---|---|---|---|
| (1) | ☒ **R** (Retirement Plan Information) | (1) | ☒ **H** (Financial Information) |
| (2) | ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary | (2) | ☐ **I** (Financial Information – Small Plan) |
| | | (3) | ☐ **A** (Insurance Information) |
| | | (4) | ☒ **C** (Service Provider Information) |
| (3) | ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | (5) | ☒ **D** (DFE/Participating Plan Information) |
| | | (6) | ☐ **G** (Financial Transaction Schedules) |