

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ 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 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY</u>	1b	Three-digit plan number (PN) ► <u>028</u>
		1c	Effective date of plan <u>02/01/1990</u>
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) <u>BASF CORPORATION</u> <u>100 PARK AVENUE</u> <u>FLORHAM PARK, NJ 07932</u>	2b	Employer Identification Number (EIN) <u>16-1090809</u>
		2c	Plan Sponsor's telephone number <u>973-245-6000</u>
		2d	Business code (see instructions) <u>325100</u>

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.	10/13/2017	GEORGE H. MUSKAL, EMPLOYEE BENEFITS
	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 ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 184
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..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 46 6a(2) 44 6b 86 6c 25 6d 155 6e 20 6f 175 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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 <u>PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY</u>	B Three-digit plan number (PN) ▶ <u>028</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BASF CORPORATION</u>	D Employer Identification Number (EIN) <u>16-1090809</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>8606382</u>
b Actuarial value	2b <u>8606382</u>
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.....	<u>113</u> <u>6559345</u> <u>6559345</u>
b For terminated vested participants.....	<u>27</u> <u>340230</u> <u>340230</u>
c For active participants.....	<u>46</u> <u>2001755</u> <u>2079958</u>
d Total.....	<u>186</u> <u>8901330</u> <u>8979533</u>
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 <u>6.02 %</u>
6 Target normal cost.....	6 <u>42112</u>

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		<u>10/02/2017</u>
	Signature of actuary	Date
<u>MARK SHIVE, F.S.A., E.A.</u>	Type or print name of actuary	<u>17-08352</u>
<u>WILLIS TOWERS WATSON</u>	Firm name	Most recent enrollment number
<u>8 CAMPUS DRIVE</u>		<u>973-290-2797</u>
<u>PARSIPPANY, NJ 07054-4409</u>	Address of the firm	Telephone number (including area code)

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

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)	186128	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	186128	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-1.28</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		844607
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.22</u> %		40957
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		-2382
c	Total available at beginning of current plan year to add to prefunding balance		883182
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	95.84%
15	Adjusted funding target attainment percentage	15	95.84%
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	97.59%
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
04/18/2016	29500	0			
07/14/2016	29407	0			
10/19/2016	29407	0			
01/11/2017	29407	0			
09/12/2017	174078	0			
			Totals ▶	18(b)	291799
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 270857
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	4			
22	Weighted average retirement age	22	63			
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute					
Part VI	Miscellaneous Items					
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27				
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years					
28	Unpaid minimum required contributions for all prior years	28	0			
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0			
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0			
Part VIII	Minimum Required Contribution For Current Year					
31	Target normal cost and excess assets (see instructions):					
a	Target normal cost (line 6)	31a	42112			
b	Excess assets, if applicable, but not greater than line 31a	31b	0			
32	Amortization installments:	Outstanding Balance	Installment			
a	Net shortfall amortization installment	373151	228669			
b	Waiver amortization installment	0	0			
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33				
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	270781			
		Carryover balance	Prefunding balance			
35	Balances elected for use to offset funding requirement	0	0			
36	Additional cash requirement (line 34 minus line 35)	36	270781			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	270857			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	76			
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	117866			
43	Excess installment acceleration amount to be carried over to future plan years	43	1359274			

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY	B Three-digit plan number (PN) ▶ 028
C Plan sponsor's name as shown on line 2a of Form 5500 BASF CORPORATION	D Employer Identification Number (EIN) 16-1090809

Part I	Service Provider Information (see instructions)
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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)

(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 ☐

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:	WILLIAM NICKEL	b EIN:	23-1159360
c Position:	SR CONSULTING ACTUARY		
d Address:	WILLIS TOWERS WATSON 1500 MARKET STREET PHILADELPHIA, PA 19102	e Telephone:	215-246-4293

Explanation: OUR ENROLLED ACTUARY HAS CHANGED BECAUSE OF RE-ASSIGNMENT OF RESPONSIBILITIES WITHIN WILLIS TOWERS WATSON.

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:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2016</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016					
A Name of plan PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY				B Three-digit plan number (PN) ▶ 028	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BASF CORPORATION				D Employer Identification Number (EIN) 16-1090809	
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: BASF CORPORATION PENSION MASTER TR					
b Name of sponsor of entity listed in (a): BASF CORPORATION					
c EIN-PN 16-1090809-101		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8311108	
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)	

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Schedule D (Form 5500) 2016 v.160205

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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY</u>	B Three-digit plan number (PN) ►	<u>028</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BASF CORPORATION</u>	D Employer Identification Number (EIN) <u>16-1090809</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	989715	203485
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
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)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	7656806	8311108
(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	8646521 8514593
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	1684 6084
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	1684 6084
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8644837 8508509

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	291799
	(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)	291799
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	0
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	0
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		352777
(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		644576

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	780904	
(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)		780904
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)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		780904

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-136328
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) ☒ Disclaimer (4) ☐ Adverse

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

☒ Yes ☐ No

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

(1) Name: COHNREZNICK LLP

(2) EIN: 22-1478099

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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		9000000
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 Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3997043. (See instructions.)

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY</u>	B Three-digit plan number (PN) ▶ <u>028</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BASF CORPORATION</u>	D Employer Identification Number (EIN) <u>16-1090809</u>

Part I	Distributions
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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	<u>0</u>
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): <u>04-3275867</u>		
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	<u>0</u>

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

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Schedule R (Form 5500) 2016
v. 160205

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? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Financial Statements
and Independent Auditor's Report

December 31, 2016 and 2015

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Table of Contents

	Page
Independent Auditor's Report	1 - 2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 24

Note: All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Independent Auditor's Report

BASF Corporation as Plan Sponsor and Plan Administrator
and Participants in the
Pension Plan for Hourly Employees of Louisville, Kentucky Facility

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pension Plan for Hourly Employees of Louisville, Kentucky Facility (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 7, which was certified by BNY Mellon, N.A., the Trustee of the Plan, except for comparing such 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 December 31, 2016 and 2015, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

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

The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "CohnReznick LLP". The signature is written in a cursive, flowing style.

Roseland, New Jersey
October 11, 2017

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Statements of Net Assets Available for Benefits
December 31, 2016 and 2015
(In thousands)

	<u>2016</u>	<u>2015</u>
Assets:		
Investment in the BASF Corporation Master Trust, at fair value	\$ 8,311	\$ 7,657
Contribution receivable	<u>204</u>	<u>990</u>
Total assets	<u>8,515</u>	<u>8,647</u>
Liabilities:		
Accrued administrative expenses	<u>6</u>	<u>2</u>
Total liabilities	<u>6</u>	<u>2</u>
Net assets available for benefits	<u>\$ 8,509</u>	<u>\$ 8,645</u>

See accompanying notes to financial statements.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Statements of Changes in Net Assets Available for Benefits
December 31, 2016 and 2015
(In thousands)

	<u>2016</u>	<u>2015</u>
Additions:		
Net investment gain (loss) from the BASF Corporation Master Trust	\$ 479	\$ (106)
Contributions	<u>293</u>	<u>990</u>
Total additions	<u>772</u>	<u>884</u>
Deductions:		
Benefits paid to participants	781	792
Investment and administrative expenses	<u>127</u>	<u>115</u>
Total deductions	<u>908</u>	<u>907</u>
Net decrease	(136)	(23)
Net assets available for benefits:		
Beginning of year	<u>8,645</u>	<u>8,668</u>
End of year	<u>\$ 8,509</u>	<u>\$ 8,645</u>

See accompanying notes to financial statements.

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

(1) Description of the Plan

The following description of the Pension Plan for Hourly Employees of Louisville, Kentucky Facility (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the provisions of the Plan and detailed definitions of various Plan terms.

BASF Corporation (the Sponsor) administers the Plan through its Pension and Savings Plan Committee (the Plan Administrator) under the authority of the Pension and Benefits Committee of the Sponsor's Board of Directors. The Plan has an agreement with BNY Mellon, N.A. (the Trustee) whereby the assets of the Plan are held in the BASF Corporation Master Trust (the Master Trust). The Master Trust was established by the Sponsor and is administered by the Trustee. The trust fund distributes the benefits to participants in accordance with the provisions of the Plan. The assets of the Plan are managed by the Trustee and several investment managers of the Sponsor.

a) General

The Plan is a defined benefit pension Plan providing retirement benefits to the Sponsor's eligible bargaining unit hourly employees of BASF Americas Corporation (the Company) or any of its subsidiaries or affiliates which have adopted the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan was created on February 1, 1990 and has been amended since that time.

Effective June 30, 2010, the Plan has ceased all accruals of future benefits for employees. No employee shall become a participant in the Plan after June 30, 2010.

b) Sponsor Contributions

The Plan is noncontributory on the part of the employees. The Company contributes such amounts as are necessary to meet or exceed the minimum funding requirements as prescribed by any applicable law. The Company contributed \$293 and \$990 for the plan years ended December 31, 2016 and 2015, respectively. The Sponsor met or exceeded the minimum funding requirements of ERISA.

c) Distributions

Normal retirement is at age 65. The monthly benefit is calculated based on an amount per month, as specified in the Plan for each year of credited service. Early retirement is available at age 55 with 10 years of credited service. If the participant has less than 25 years of credited service, the reduction amount is 3/10 of 1% per month for every month retired prior to attaining age 65. Otherwise, the reduction amount is 3/10 of 1% per month for every month retired prior to attaining age 62.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

The normal form of retirement benefit payment is a life annuity. However, if an employee is married on the date their benefit payments commence, their retirement benefit is paid in the form of a 50% joint and survivor annuity – unless the member elects not to receive it in this form, and has obtained the spouse's written consent. There are also several optional forms of retirement benefit payments, all of which are actuarial equivalents to the life annuity. These optional forms of payment include: Social Security adjusted, 10-year period certain, Restoration Joint and Survivor Annuity (50% only), and Joint and Survivor Annuity 100%, 75%, 66-2/3%, and 50% contingent annuities. According to the Plan document, under the 100%, 75%, 66-2/3%, and 50% contingent annuity option, the participant designates another person (usually a spouse) to receive a continued monthly pension, after his death and for the life of the other person (the contingent annuitant), in the selected percentage. The participant's benefit is reduced to reflect payout over two lifetimes. The greater the continuation percentage, the greater the reduction will be. Further details on these optional payment methods can be found in the Plan documents.

Any member whose service is terminated other than by death or retirement and who has completed 5 years of service is eligible to receive a vested retirement allowance commencing at age 65. Total and permanent disability benefits are provided for any qualified participant with 10 years of credited service. The disability pension ceases at age 65, at which time the employee receives the normal retirement pension based on credited service to date of disability. Automatic death benefits are payable to the surviving spouse of an employee who dies in active service and who has completed 5 years of active service. The monthly benefit is equal to 50% of the normal benefit accrued to date of death. Benefit commences immediately if the participant is age 55 or older, or when the participant would have reached 55.

d) Vesting

Benefits become vested after five years of service to the Sponsor.

(2) Summary of Significant Accounting Policies

a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America (GAAP).

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

b) Valuation of Investments

The Plan's investment in the Master Trust has been presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. 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 6 Fair Value Measurements" for discussion of fair value measurement.

c) Security Transactions

Purchases and sales of securities are recorded on a trade date basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

d) Investment Income

Dividend income is recorded on the ex-dividend date; interest is recorded as earned on the accrual basis.

e) Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, 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.

f) Payment of Benefits

Benefit payments to participants are recorded upon distribution.

g) Administrative Costs

All administrative expenses of the Master Trust, such as trustee, custodian and accounting services, are paid by the Master Trust and then allocated to the participating plans.

h) Risk and Uncertainties

The Plan utilizes various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the financial statements.

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 estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

i) Accounting Changes

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. ASU 2015-07 also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. ASU 2015-07 is effective for fiscal years beginning after December 15, 2016. Management has elected to early adopt ASU 2015-07, and the pronouncement has been applied retrospectively.

j) Reclassification

Certain amounts in the 2015 financial statements have been reclassified to conform with the 2016 presentation.

k) Subsequent Events

The Plan has evaluated events through October 11, 2017, the date the financial statements were available to be issued.

(3) 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,

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

and (c) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on the number of credited service years ending on the date the benefit information is presented (the valuation 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.

The significant actuarial assumptions used in determining the present value of accumulated Plan benefits as of December 31, 2015 were as follows:

Discount rate	7.20%
Mortality rate	RP-2014 Mortality Table
Actuarial cost method	Projected Unit Credit Cost Method
Average retirement age	63

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 the accumulated plan benefits. The computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2016. Had the valuations been performed as of December 31, there would be no material differences.

The actuarial present value of accumulated plan benefits, determined by Willis Towers Watson for 2015, is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and the expected date of payment.

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

The status of the estimated actuarially determined present value of the accumulated benefits under the Plan as of December 31, 2015 is:

Vested benefits:

Participants / beneficiaries currently receiving payments	\$ 6,194
Other participants	<u>2,062</u>
	8,256

Nonvested benefits:

	<u>73</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 8,329</u>

The changes in the actuarial present value of accumulated plan benefits were:

Actuarial present value of accumulated plan benefits as of January 1, 2015	\$ 8,533
Increase (decrease) attributable to:	
Decrease in the discount period	570
Benefits paid	(792)
Assumption changes and plan amendments	<u>18</u>
Actuarial present value of accumulated plan benefits as of December 31, 2015	<u>\$ 8,329</u>

(4) Federal Income Tax Status

The Internal Revenue Service has determined and informed the Sponsor by letter dated October 13, 2011 that the Plan and the related trust are designed in accordance with applicable sections of the Internal Revenue Code (the Code). The Plan has been amended since receiving the determination letter. Subsequent to year end, the Plan Sponsor received an updated determination letter dated May 10, 2017. The Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with applicable requirements of the Code. Accordingly, the Plan's financial statements do not include a provision for income taxes.

(5) Interest in the Master Trust

The Plan has an agreement with the Trustee whereby substantially all the assets of the Plan are held in the Master Trust. The assets are maintained in a commingled account by the Trustee and are not separately identified as to ownership. The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

invested by each plan. The Plan had a percentage interest in the Master Trust of less than 1% as of December 31, 2016 and 2015.

As of December 31, 2016, the following benefit plans participated in the Master Trust:

Pension Plan for Hourly Employees of Louisville, Kentucky Facility
Pension Plan for Hourly Employees of Vidalia, Louisiana Facility
BASF Corporation Consolidated Bargaining Unit Employees' Pension Plan
BASF Corporation Salaried Employees' Pension Plan
Chemetall Corporation Retirement Plan

(6) Fair Value Measurements

The FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- | | |
|---------|--|
| Level 1 | Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs. |
| Level 2 | Observable prices that are based on inputs not quoted on active markets, but corroborated by market data. |
| Level 3 | Unobservable inputs are used when little or no market data is available which are significant to the fair value measurements. The fair value hierarchy gives the lowest priority to Level 3 inputs. |

In determining fair value, the Master Trust utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as considers counterparty credit risk in its assessment of fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

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

Corporate Stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Money Market: Valued at amortized cost, which approximates fair value.

U.S. Government Securities: Valued using pricing models maximizing the use of observable inputs for similar securities.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Corporate Debt: Corporate bond securities traded on national securities exchanges are valued at the last reported sales price on the last business day of the year. Securities traded in the over-the-counter market and listed securities for which no sales were reported on that date are valued at the last reported bid price.

Common/collective Trusts and 103-12 Investments: The Plan's interest in the common/collective trusts and 103-12 investments are valued at the NAV. 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.

Real Estate and Partnerships/Joint Ventures: The Plan's interest in real estate and partnerships/joint venture funds are valued at the NAV. The NAV, as provided by the investment advisor, 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.

Futures Contracts: Valued at the last sale price (or, if there is no sale on the valuation day, bid price) in the market where such contracts are principally traded.

Repurchase Agreements: Short-term agreements to sell and buy back securities in the future which is valued based on the value of the underlying asset.

Swap Agreements: Valued based on the net present value of all estimated future cash flows. Swaps may be valued in terms of bond prices or as a portfolio of forwards contracts.

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

Notes to Financial Statements December 31, 2016 and 2015 (In thousands)

The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2016 and 2015:

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stock	\$ 382,973	\$ -	\$ -	\$ 382,973
Preferred Stock	<u>7,331</u>	<u>14,392</u>	<u>-</u>	<u>21,723</u>
Total Corporate Stock	<u>390,304</u>	<u>14,392</u>	<u>-</u>	<u>404,696</u>
Corporate Debt	-	593,113	-	593,113
Preferred Corporate Debt	-	385,331	-	385,331
Government Securities	-	554,920	-	554,920
Mutual Funds	200,772	-	-	200,772
Money Market	-	17,876	-	17,876
Other	<u>-</u>	<u>87,726</u>	<u>-</u>	<u>87,726</u>
Total assets in the fair value hierarchy	<u>\$ 591,076</u>	<u>\$ 1,653,358</u>	<u>\$ -</u>	<u>\$ 2,244,434</u>
Investments measured at net asset value (a)				<u>957,142</u>
Total investments at fair value				<u>\$ 3,201,576</u>

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stock	\$ 354,001	\$ -	\$ -	\$ 354,001
Preferred Stock	<u>6,826</u>	<u>11,503</u>	<u>-</u>	<u>18,329</u>
Total Corporate Stock	<u>360,827</u>	<u>11,503</u>	<u>-</u>	<u>372,330</u>
Corporate Debt	-	615,885	14	615,899
Preferred Corporate Debt	-	337,583	-	337,583
Government Securities	-	488,497	-	488,497
Mutual Funds	179,853	-	-	179,853
Money Market	-	3,094	-	3,094
Other	<u>-</u>	<u>67,491</u>	<u>-</u>	<u>67,491</u>
Total assets in the fair value hierarchy	<u>\$ 540,680</u>	<u>\$ 1,524,053</u>	<u>\$ 14</u>	<u>\$ 2,064,747</u>
Investments measured at net asset value (a)				<u>959,711</u>
Total investments at fair value				<u>\$ 3,024,458</u>

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the net assets of the Master Trust.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

The following tables set forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the years ended December 31, 2016 and 2015:

For the Year Ended December 31, 2016

	Corporate Debt Instruments
Opening Balance	\$ 14
Realized Loss	(1,142)
Unrealized Gain	1,128
Closing Balance	<u>\$ -</u>

For the Year Ended December 31, 2015

	Other	Corporate Debt Instruments
Opening Balance	\$ 89	\$ 14
Dispositions	(124)	-
Realized Gain	117	-
Unrealized Loss	(82)	-
Closing Balance	<u>\$ -</u>	<u>\$ 14</u>

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

Notes to Financial Statements December 31, 2016 and 2015 (In thousands)

The following table represents the Master Trust's investments with reported NAV at December 31, 2016:

	Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
All Weather Portfolio	\$ 99,928	\$ -	Monthly	5 business days
Bridgewater Pure Alpha Fund Ltd	44,834	-	Monthly	5 business days
Oaktree Expanded High Yield Fund	149,302	-	Monthly	10 business days
OCM Opportunities Fund III LP	369	-	N/A	N/A
Total 103-12 Investments	<u>294,433</u>	<u>-</u>		
 A&Q Diversified Neutral Alpha Limited	 17	 -	 End of any calendar quarter	 Last business day of the first month of such quarter
CIF II Opportunistic Emerging Markets Debt Portfolio (Series 1)	141,102	-	Daily liquidity	Must be received by 4pm the day prior to the settlement date
Collective US Government STIF	80,282	-	Daily liquidity	N/A
JPMorgan Commingled Pension	41,955	-	Daily liquidity	None
Pyramis Select International Fund	86,722	-	Daily liquidity	5 business days
Sprucegrove US Intl Pooled Fund	89,249	-	Monthly	10 business days for withdrawals over \$5 million
Wellington Equity Research Trust	96,302	-	Monthly	Must be received by the 22nd calendar day of the preceding month
 Total Common/Collective Trust	 <u>535,629</u>	 <u>-</u>		
 AEW Value Investors II, LP	 1,424	 -	 N/A	 N/A
AEW Value Investors LP	74	-	N/A	N/A
Amaranth International Limited	204	-	Liquidating failed hedge fund	Full redemption requested
Ashmore Global Special Situations	1,592	-	N/A	N/A
Cerberus Institutional Real Estate Partners III, L.P.	29,370	7,307	N/A	N/A
EIG Energy Fund XB, L.P.	131	-	N/A	N/A
EIG Energy Fund XIV-A, L.P.	2,673	690	N/A	N/A
Fortress Credit Opps Fund B LP	14,053	2,029	N/A	N/A
Galen Partners IV LP	1,051	-	N/A	N/A
GSO Capital Solutions Fund II	13,534	17,431	N/A	N/A
Oaktree Real Estate Opportunities Fund VI, L.P.	27,544	6,900	N/A	N/A
RCG Longview Debt Fund IV LP	1,396	5,006	N/A	N/A
Rockwood Capital Real Estate V	392	-	N/A	N/A
Rockwood Capital Real Estate VI	1,440	-	N/A	N/A
Rockwood Capital Real Estate VII	8,257	-	N/A	N/A
TPG Opportunities Partners II LP	14,966	11,842	N/A	N/A
Total Partnership/Joint Ventures	<u>118,101</u>	<u>51,205</u>		
 PEG Secondary Fund	 8,973	 7,100	 N/A	 N/A
Rockwood Capital Real Estate IV	6	-	N/A	N/A
Total Real Estate	<u>8,979</u>	<u>7,100</u>		
Totals	<u>\$ 957,142</u>	<u>\$ 58,305</u>		

PENSION PLAN FOR HOURLY EMPLOYEES OF LOUISVILLE, KENTUCKY FACILITY

Notes to Financial Statements December 31, 2016 and 2015 (In thousands)

The following table represents the Master Trust's investments with reported NAV at December 31, 2015:

	Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
All Weather Portfolio	\$ 90,741	\$ -	Monthly	5 business days
Bridgewater Pure Alpha Fund Ltd	43,956	-	Monthly	5 business days
Oaktree Expanded High Yield Fund	130,732	-	Monthly	10 business days
OCM Opportunities Fund III LP	334	-	N/A	N/A
Total 103-12 Investments	<u>265,763</u>	<u>-</u>		
A&Q Diversified Neutral Alpha Limited	17	-	End of any calendar quarter	Last business day of the first month of such quarter
CIF II Opportunistic Emerging Markets Debt Portfolio (Series 1)	125,037	-	Daily liquidity	N/A
Collective US Government STIF	108,904	-	Daily liquidity	N/A
JPMorgan Commingled Pension	41,175	-	Daily liquidity	None
Pyramis Select International Fund	88,687	-	Daily liquidity	5 business days
Sprucegrove US Intl Pooled Fund	79,761	-	Monthly on first business day	10 business days for withdrawals over \$5 million
Wellington Equity Research Trust	88,413	-	Monthly	Must be received by the 22nd calendar day of the preceding month
Total Common/Collective Trust	<u>531,994</u>	<u>-</u>		
AEW Value Investors II, LP	2,765	-	N/A	N/A
AEW Value Investors LP	2,177	-	N/A	N/A
Amaranth International Limited	201	-	Liquidating failed hedge fund	Full redemption requested
Ashmore Global Special Situations	1,506	-	N/A	N/A
Cerberus Institutional Real Estate Partners III, L.P.	34,681	3,651	N/A	N/A
EIG Energy Fund XB, L.P.	1,973	-	N/A	N/A
EIG Energy Fund XIV-A, L.P.	7,820	1,397	N/A	N/A
Fortress Credit Opps Fund B LP	15,324	2,331	N/A	N/A
Galen Partners IV LP	882	-	N/A	N/A
GSO Capital Solutions Fund II	7,211	23,606	N/A	N/A
Morgan Stanley Global Emerging	350	4,501	N/A	N/A
Oaktree Real Estate Opportunities Fund VI, L.P.	33,081	-	N/A	N/A
RCG Longview Debt Fund IV LP	3,034	15,338	N/A	N/A
Rockwood Capital Real Estate V	523	-	N/A	N/A
Rockwood Capital Real Estate VI	8,519	-	N/A	N/A
Rockwood Capital Real Estate VII	10,247	-	N/A	N/A
TPG Opportunities Partners II LP	19,350	11,842	N/A	N/A
Total Partnership/Joint Ventures	<u>149,644</u>	<u>62,666</u>		
BASF Rockwood Capital Fund III	204	-	N/A	N/A
PEG Secondary Fund	11,902	7,100	N/A	N/A
Rockwood Capital Real Estate IV	6	-	N/A	N/A
Value Enhancement Fund II, LLC	198	-	N/A	N/A
Total Real Estate	<u>12,310</u>	<u>7,100</u>		
Totals	<u>\$ 959,711</u>	<u>\$ 69,766</u>		

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

A&Q Diversified Neutral Alpha Limited - This is the remaining portion not yet returned from a fully redeemed hedge fund. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

AEW Value Investors LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

AEW Value Investors II, LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Amaranth International Limited - A failed hedge fund. Highly levered investments in energy brought the fund down in 2006. BASF requested full redemption of the remaining investment in 2006. Less than \$1 million remains to be paid to the BASF Pension Trust.

Ashmore Global Special Situations - The fund invests in emerging market private equity. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Cerberus Institutional Real Estate Partners III, L.P. - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

EIG Energy Fund XB, L.P. - A fund that provides debt financing to oil, gas and other energy producers with proven reserves. Return on investment is interest on debt as well as royalties, if investments perform well. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

EIG Energy Fund XIV-A, L.P. - A fund that provides debt financing to oil, gas and other energy producers with proven reserves. Return on investment is interest on debt as well as royalties, if investments perform well. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 3 years.

Fortress Credit Opps Fund B LP - The fund invests in distressed debt - residential and commercial mortgages, commercial debt, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Galen Partners IV LP - A fund which invests in mid-stage medical equipment private equity. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

GSO Capital Solutions Fund II - This is a limited partnership that will provide debt to small, below investment grade companies. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

Morgan Stanley Global Emerging - A fund which invested in private equity (buyouts, etc.) in emerging markets. This fund dates to 1998 and is almost fully liquidated. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. This fund has been wrapped up.

Oaktree Real Estate Opportunities Fund VI, LP - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 7 years.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

PEG Secondary Fund - A fund which buys limited partnership interests from distressed sellers such as endowment funds, which have over invested in illiquid investments. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 5 years.

RCG Longview Debt Fund IV LP - This fund provides subordinate financing (mezzanine debt) to commercial real estate investors, mainly in the New York metro area. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Rockwood Capital Real Estate V - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Rockwood Capital Real Estate VI - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 1 year.

Rockwood Capital Real Estate VII - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 2 years.

Rockwood Capital Real Estate IV - A fully liquidated real estate limited partnership that invested in commercial real estate.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

BASF Rockwood Capital Fund III - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. This fund is completely wrapped up.

TPG Opportunities Partners II LP - The fund invests in distressed debt - residential and commercial mortgages, commercial debt, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. If these investments were held, it is estimated that the underlying assets of the fund would be liquidated within 5 years.

Value Enhancement Fund II, LLC - A real estate limited partnership that invests in commercial real estate. The strategy is to buy properties that need some "value add," such as increasing occupancy, making enhancements to reposition buildings, etc. This investment can never be redeemed. Instead, the nature of the investment is that distributions are received through the liquidation of the underlying assets of the fund. This fund has been fully wound down.

(7) Certification by the Plan Trustee (Unaudited)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under ERISA. Investments at December 31, 2016 and 2015, and investment income for the years then ended, that are disclosed in the accompanying financial statements, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee of the Plan.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

Information regarding the commingled assets of the Master Trust as of December 31, 2016 and 2015, certified by the Trustee, is summarized as follows:

	Unaudited	
	December 31, 2016	December 31, 2015
Investments:		
Interest Bearing Cash	\$ 17,876	\$ 3,094
U.S. Government Securities (includes securities on loan of \$251 and \$0)	554,920	488,497
Corporate Debt Instruments (includes securities on loan of \$0 and \$121):		
Preferred	385,331	337,583
All Other	593,113	615,899
Corporate Stocks (includes securities on loan of \$730 and \$864):		
Preferred	21,723	18,329
Common	382,973	354,001
Partnership/Joint Venture Interests	118,101	149,644
Real Estate	8,979	12,310
Common/Collective Trusts	535,629	531,994
103-12 Investment Entities	294,433	265,763
Mutual Funds	200,772	179,853
Other	87,726	67,491
Investment of securities lending collateral	1,009	1,009
Total Investments	<u>3,202,585</u>	<u>3,025,467</u>
Receivables:		
Other	84,930	87,849
Liabilities:		
Other	(327,705)	(154,736)
Payable for collateral on securities loaned	(1,009)	(1,009)
Total Net Assets of Master Trust	<u>\$ 2,958,801</u>	<u>\$ 2,957,571</u>
Plan's Investment in the Master Trust	\$ 8,311	\$ 7,657
Plan's Investment in the Master Trust as a percentage of total	0.28%	0.26%

The Master Trust assets include limited investments in derivative financial instruments. These investments are in accordance with guidelines established by the Sponsor. Such contracts are entered into to manage market risks associated with the Master Trust's investment portfolio, to lower transaction costs or to enhance returns on investments in the Master Trust. The Master Trust does not enter into any leverage or complex derivative instruments.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

The Master Trust enters into a securities lending program with the Trustee in its corporate capacity as a lending agent. The program allows the Trustee to loan securities, which are assets of the Master Trust, to approved brokers (the Borrowers). The Trustee requires Borrowers, pursuant to a security loan agreement, to deliver collateral to secure each loan. The collateral is required to equal at least 102% of the fair value of U.S. securities borrowed and 105% for non-U.S. securities borrowed. The Master Trust bears the risk of loss with respect to the unfavorable change in fair value of the invested cash collateral. However, the Borrower bears the risk of loss related to the decrease in the fair value of the securities collateral and, therefore, will have to deliver additional securities to maintain the required collateral. In the event of default by the Borrowers, the Trustee shall indemnify the Master Trust by purchasing replacement securities equal to the number of unreturned loaned securities or, if replacement securities are not able to be purchased, the Trustee shall credit the Master Trust for the market value of the unreturned securities. In each case, the Trustee would apply the proceeds from the collateral for such a loan to make the Master Trust whole.

The market value of the securities on loan to Borrowers at December 31, 2016 and 2015 was \$981 and \$985, respectively. Cash collateral of \$1,009 was received for securities on loan at December 31, 2016 and 2015, and was invested in the Collateral Fund, which is a fund affiliated with the Trustee. The Master Trust may not repledge or relend the noncash collateral. A portion of the income generated upon investment of cash collateral is remitted to the Borrowers, and the remainder is allocated between the Master Trust and the Trustee in its capacity as a security agent. Securities lending income allocated to the Master Trust amounted to \$31 and \$39 for 2016 and 2015, respectively. Securities lending income allocated to the Trustee amounted to \$17 and \$21 for 2016 and 2015, respectively.

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

Changes in net assets for the Master Trust are as follows:

	Unaudited	
	2016	2015
Net appreciation (depreciation)	\$ 126,702	\$ (117,523)
Interest income	53,707	57,677
Dividend income	27,231	25,053
Total investment income (loss)	207,640	(34,793)
Net transfers	(187,836)	(154,182)
Administrative expenses	(18,574)	(15,767)
Increase (decrease) in net assets	1,230	(204,742)
Net assets:		
Beginning of year	2,957,571	3,162,313
End of year	\$ 2,958,801	\$ 2,957,571

(8) Party-in-Interest Transactions

Certain Plan investments are shares or units of funds managed by BNY Mellon, N.A., the Plan's Trustee, as of December 31, 2016 and 2015. Transactions in these funds qualify as permitted party-in-interest transactions.

(9) Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (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 subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those

**PENSION PLAN FOR HOURLY EMPLOYEES
OF LOUISVILLE, KENTUCKY FACILITY**

Notes to Financial Statements
December 31, 2016 and 2015
(In thousands)

benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

(10) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of certain line items on the statement of changes in net assets available for benefits per the financial statements for the year ended December 31, 2016 to Form 5500:

	<u>Per Financial Statements</u>		<u>Reclass for Form 5500 Purposes</u>		<u>Per Form 5500</u>
Net investment (loss) from BASF					
Corporation Master Trust	\$	479	\$	(127)	\$ 352
Administrative fees		127		(127)	—

Schedule SB Attachments (Form 5500) – 2016 Plan Year
Schedule SB, Line 26 - Schedule of Active Participant Data
BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Analysis of Active Participant Data by Age and Service - BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility

Attained Age		COMPLETED YEARS OF SERVICE									
		Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up
Under 25	Count	0	0	0	0	0	0	0	0	0	0
25-29	Count	0	0	0	0	0	0	0	0	0	0
30-34	Count	0	0	0	0	0	0	0	0	0	0
35-39	Count	0	3	0	0	0	0	0	0	0	0
40-44	Count	0	0	2	0	0	0	0	0	0	0
45-49	Count	0	1	3	0	1	0	0	0	0	0
50-54	Count	0	2	2	0	7	3	0	0	0	0
55-59	Count	0	1	2	0	2	9	0	0	0	0
60-64	Count	0	0	1	0	1	1	0	0	1	0
65-69	Count	0	1	0	0	1	0	0	0	0	0
70 & up	Count	0	0	0	0	0	0	0	0	0	0
		AVERAGE AGE = 53.4					AVERAGE SERVICE = 14.4				

* Does not include 2 active employees who have transferred within BASF and are no longer accruing benefits under this plan.

Actuarial Assumptions and Methods - Louisville

Economic Assumptions

Interest rate basis:

- Applicable month
- Yield curve basis

Interest rates:

	Reflecting Corridors	September 2015 Segment rates Not Reflecting Corridors
■ First segment rate	4.43%	1.34%
■ Second segment rate	5.91%	4.03%
■ Third segment rate	6.65%	5.06%
■ Effective interest rate	6.02%	4.22%

Schedule SB Attachments (Form 5500) – 2016 Plan Year
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Demographic Assumptions

New or rehired employees

It was assumed there will be no new or rehired employees.

Mortality

■ Healthy

Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, with generational projection) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, with generational projection)

■ Disabled

Alternative disabled life mortality tables as defined under Revenue Ruling 96-7

Termination

Rates varying by age and service:

<i>Age</i>	<i>Rate</i>
25	10.0%
30	10.0%
35	7.0%
40	7.0%
45	5.0%
50	5.0%
55	5.0%

Schedule SB Attachments (Form 5500) – 2016 Plan Year
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Disability SOA 1980 rates of disability.

Retirement Rates varying by age and service:

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	5.00%
61	5.00%
62	20.00%
63	20.00%
64	20.00%
65	40.00%
66	40.00%
67	40.00%
68	40.00%
69	40.00%
70	100.00%

Benefit commencement age for deferred vested participants Age 61 or immediate if older than age 61 at actuarial valuation date

Schedule SB Attachments (Form 5500) – 2016 Plan Year
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Form of payment:

For single employees, a single life annuity

For married employees, 40% are assumed to take a life annuity and 60% take a 50% contingent annuity.

The table below shows full detail on the percentage of participants assumed to elect each of the available optional forms of benefit payment under the plan.

Form of Payment	Single	Married
Single Life Annuity	100%	40%
50% Contingent Annuity (QJSA)	0%	60%
75% Contingent Annuity	0%	0%
100% Contingent Annuity	0%	0%
66 2/3% Contingent Annuity	0%	0%
50% Pop-up Annuity	0%	0%
10 year Certain and Life Annuity	0%	0%
Level Income Annuity	0%	0%
Deminimis lump sum	0%	0%

Since all annuity forms are actuarially equivalent, no explicit assumption is made for annuity forms other than the Single Life Annuity and 50% Contingent Annuity Option (QJSA).

Percent married	85% of males; 55% of females
Spouse age	Wives 2 years younger than husbands
Administrative expenses	Noninvestment expenses paid from the Trust are assumed to be 0.55% of the Fair Value of Assets

Schedule SB Attachments (Form 5500) – 2016 Plan Year
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods
BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
Actuarial value of assets	Actuarial value of assets is equal to the market value of assets on the valuation date (including any receivables).
Benefits Not Valued	All benefits described in the summary of plan provisions were valued.

Data Sources

Willis Towers Watson used asset data supplied by the trustee. BASF and the plan administrator furnished participant data as of the valuation date. The company provided the dates and amounts of the 2015 contributions that will be paid in 2016. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the company, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2016**This Form is Open to Public
Inspection**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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 BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility		B Three-digit plan number (PN) ▶ 028
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BASF CORPORATION		D Employer Identification Number (EIN) 16-1090809
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016			
2 Assets:			
a Market value.....		2a	8,606,382
b Actuarial value		2b	8,606,382
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	113	6,559,345	6,559,345
b For terminated vested participants	27	340,230	340,230
c For active participants	46	2,001,755	2,079,958
d Total	186	8,901,330	8,979,533
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	6.02%
6 Target normal cost		6	42,112

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	Mark Shive	MES 10/2/2017	10/02/2017
Signature of actuary		Date	
Mark Shive, F.S.A., E.A.		1708352	
Type or print name of actuary		Most recent enrollment number	
Willis Towers Watson		973-290-2797	
Firm name		Telephone number (including area code)	
3 Campus Drive			
Parsippany NJ 07054-4409			
Address of the firm			

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐**For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2016
v. 160205**

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).....	186,128	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	186,128	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>-1.28%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		844,607
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.22%</u>		40,957
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		-2,382
c Total available at beginning of current plan year to add to prefunding balance.....		883,182
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	95.84%
15 Adjusted funding target attainment percentage.....	15	95.84%
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	97.59%
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
04/18/2016	29,500	0			
07/14/2016	29,407	0			
10/19/2016	29,407	0			
01/11/2017	29,407	0			
09/12/2017	174,078	0			
Totals ►			18(b)	291,799	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	270,857

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year?..... ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
4.43 %2nd segment:
5.91 %3rd segment:
6.65 %☐ N/A, full yield curve used**b** Applicable month (enter code) **21b** 4**22** Weighted average retirement age **22** 63**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment **27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6) **31a** 42,112**b** Excess assets, if applicable, but not greater than line 31a **31b** 0

32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment.....	373,151	228,669
b	Waiver amortization installment.....	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... **34** 270,781

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0

36 Additional cash requirement (line 34 minus line 35)..... **36** 270,781**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 270,857**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 76**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** 117,866**43** Excess installment acceleration amount to be carried over to future plan years **43** 1,359,274



We create chemistry

December 1, 2016

CONFIDENTIAL

Mr. William Nickel
Senior Consulting Actuary
Willis Towers Watson
1500 Market Street
Philadelphia, PA 19102

NOTICE TO TERMINATED ENROLLED ACTUARY

Dear Willie:

In accordance with the rules on notifying a terminated enrolled actuary, I, as plan administrator, verify that the explanation shown below is the explanation concerning your termination as it will be reported on the Schedule C (Form 5500) attached to the 2016 Annual Return/Report Form 5500 for the plans listed below. The returns/reports are identified in line 2b by the nine-digit EIN and in line 1b by the three-digit PN also listed below.

Plan Name	EIN	PN
BASF Corporation Salaried Employees' Pension Plan	16-1090809	001
BASF Corporation Consolidated Bargaining Unit Employees' Pension Plan	16-1090809	003
BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility	16-1090809	028
BASF Corporation Pension Plan for Hourly Employees at Vidalia, Louisiana Facility	16-1090809	029

Explanation as it will appear on the 2016 Schedule C:

"Our enrolled actuary has changed because of re-assignment of responsibilities within Willis Towers Watson."

Any comments concerning this explanation should include the name, EIN, and PN of the Plan and be submitted directly to:

Office of Enforcement
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210

Sincerely,

George H. Muskal
Manager, Retirement Plans and Compliance

BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility

EIN: 16-1090809

Plan Number: 028

Attachments to 2016 Schedule SB (Form 5500)

Statement by Enrolled Actuary

Line 22 — Description of Weighted Average Retirement Age

Part V — Statement of Actuarial Assumptions and Methods

Part V — Summary of Plan Provisions

Line 24 — Change in Actuarial Assumptions

Line 25 — Change in Method

Line 26 — Schedule of Active Participant Data

Line 32 — Schedule of Amortization Bases

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	BASF Corporation
EIN/PN	16-1090809/028
Plan Name	BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility
Valuation Date	January 1, 2016
Enrolled Actuary	Mark Shive, F.S.A., E.A.
Enrollment Number	17-08352

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Schedule SB Attachments (Form 5500) – 2016 Plan Year

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility

EIN: 16-1090809 PN: 028

(1) Ages	(2) Rate of Retirement	(3) Remaining Active (3) at AGE-1 x (1-(2))	(4) Number Retiring (3) at AGE-1 minus (3) at AGE	(5) Ages * Number Retiring: (1) x (4)
		1.0000		
50	0.000	1.0000	0.0000	0.00
51	0.000	1.0000	0.0000	0.00
52	0.000	1.0000	0.0000	0.00
53	0.000	1.0000	0.0000	0.00
54	0.000	1.0000	0.0000	0.00
55	0.050	0.9500	0.0500	2.75
56	0.050	0.9025	0.0475	2.66
57	0.050	0.8574	0.0451	2.57
58	0.050	0.8145	0.0429	2.49
59	0.050	0.7738	0.0407	2.40
60	0.050	0.7351	0.0387	2.32
61	0.050	0.6983	0.0368	2.24
62	0.200	0.5586	0.1397	8.66
63	0.200	0.4469	0.1117	7.04
64	0.200	0.3575	0.0894	5.72
65	0.400	0.2145	0.1430	9.30
66	0.400	0.1287	0.0858	5.66
67	0.400	0.0772	0.0515	3.45
68	0.400	0.0463	0.0309	2.10
69	0.400	0.0278	0.0185	1.28
70	1.000	0.0000	0.0278	1.95

Average Retirement Age:

62.59

The determination of the average retirement age assumes employees continue in employment until reaching the first age of retirement eligibility with the required number of years of service. After this point, only the retirement decrement is recognized.

Schedule SB Attachments (Form 5500) – 2016 Plan Year
Schedule SB, Part V – Summary of Plan Provisions
BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Appendix I - Pension Plan for Hourly Employees of Louisville, Kentucky Facility

Annuity Conversion Basis:

For any annuity form of payment:

- (A) Mortality – The 1971 Group Annuity Mortality Table weighted 90% male and 10% female
- (B) Interest – 8.0% per annum.

Lump Sum Conversion Basis:

For any lump sum option, the conversion factor is calculated using the applicable mortality table established by the Internal Revenue Service under Code Section 417(e)(3) and the segment interest rates established by the IRS under 417(e).

Independent Auditor's Report

BASF Corporation as Plan Sponsor and Plan Administrator
and Participants in the
Pension Plan for Hourly Employees of Louisville, Kentucky Facility

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pension Plan for Hourly Employees of Louisville, Kentucky Facility (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 7, which was certified by BNY Mellon, N.A., the Trustee of the Plan, except for comparing such 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 December 31, 2016 and 2015, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

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

The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "CohnReznick LLP". The signature is written in a cursive, flowing style.

Roseland, New Jersey
October 11, 2017

Schedule SB Attachments (Form 5500) – 2016 Plan Year
Schedule SB, Part V – Summary of Plan Provisions
BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility
EIN: 16-1090809 PN: 028

Plan Provisions - Louisville

Effective Date	October 1, 1969 (last amended July 1, 2010)
Covered Employees	Hourly Employees of the Louisville, KY facility represented by Local 663 of the International Chemical Workers Union hired prior to July 1, 2010.
Participation Date	The later of the effective date or employment date

Definitions

Vesting service	A plan year in which a participant completed at least 1,000 hours of service.
Benefit service	A calendar year in which a participant completed at least 1,800 hours of service. A participant with less than 1,800 hours will be credited with 1/10 of one year of service for each 180 hours worked.
Normal retirement date (NRD)	Age 65
Monthly pension benefit	A monthly pension equal to the dollar amount as set forth in the summary of pension benefit levels, multiplied by the number of years of credited service. No additional monthly benefits are accrued for periods after June 2010.
Monthly preretirement spouse benefit	50% of the monthly pension benefit as of the date of death reduced for the 50% joint and survivor option and reduced for early payment assuming payment on the earliest date the participant would have been eligible to commence his benefits had he terminated on the date of death. (i.e. as early as age 55 except for disabled participants, for whom this benefit would be payable immediately). The minimum monthly benefit is \$40 prorated for less than 10 years of credited service.

Eligibility for Benefits

Normal retirement	Retire at NRD
Early retirement	Retire before NRD and on or after both attaining age 55 and completing 10 years of service
Postponed retirement	Retire after NRD
Deferred vested	Terminate for reasons other than death or retirement after completing five years of service
Preretirement spouse benefit	Spouse of active participants who die after having completed five years of credited service
Disability benefit	Totally and permanently disabled and after completing 10 years of service.

Schedule SB Attachments (Form 5500) – 2016 Plan Year

Schedule SB, Part V – Summary of Plan Provisions

BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility

EIN: 16-1090809 PN: 028

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	Normal pension accrued to early retirement date commencing at age 65, or reduced for earlier commencement. If participant has less than 25 years of credited service: Accrued Benefit reduced 3.6% per year prior to age 65. If the participant has 25 or more years of credited service, there is no reduction on or after age 62, and the accrued benefit is reduced 3.6% per year prior to age 62.
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Deferred vested termination	Monthly pension benefit determined as of termination date but reduced for early retirement benefits if payments begin prior to age 65
Death with preretirement spouse benefits	Monthly preretirement spouse benefit
Disability	Credited service to date of disability times the pension multiplier in effect as of the disability date. This benefit ceases at age 65 (or after five years if the disability occurs after age 60), at which time the participant receives the normal retirement pension based on credited service at date of disability.
Forms of payment	Normal forms: Life annuity for single participants; actuarially reduced 50% J&S for married participants Optional forms are also available. Refer to the Assumptions and Methods section for a list of all available forms. See Appendix I for actuarial equivalence basis used to adjust benefit amount for optional forms of payment.

Future Plan Changes

No future plan changes were recognized in determining pension cost or funding requirements.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Schedule SB Attachments (Form 5500) – 2016 Plan Year

Schedule SB, Part V – Summary of Plan Provisions

BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility

EIN: 16-1090809 PN: 028

Summary of Pension Benefit Levels

Monthly Pension Benefit	Date of Retirement
\$23.00	02/01/1991 – 01/31/1992
\$24.00	02/01/1992 – 01/31/1993
\$25.00	02/01/1993 – 12/31/1993
\$27.00	01/01/1994 – 12/31/1995
\$29.00	01/01/1996 – 01/31/1999
\$30.00	02/01/1999 – 01/31/2000
\$30.50	02/01/2000 – 01/31/2001
\$31.00	02/01/2001 – 01/31/2002
\$35.00	02/01/2002 – 01/31/2006
\$37.50	02/01/2006 – 01/31/2009
\$39.00	02/01/2009 and After

Schedule SB Attachments (Form 5500) – 2016 Plan Year**Schedule SB, Line 32 – Schedule of Amortization Bases****BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility****EIN: 16-1090809 PN: 028**

Amortization Record for the Plan Year

Plan Year period: 1/1/2016 through 12/31/2016

Tax Year period: 1/1/2016 through 12/31/2016

	Date Established	Remaining Period	Outstanding Balance Beginning of Year	Amortization Charge or Credit
1. Net Shortfall Amortization	1/1/2011	3	599,283	286,452
	1/1/2014	5	(385,024)	(83,821)
	1/1/2015	6	(9,806)	(1,835)
	1/1/2016	7	168,698	27,873
Total Amortization Charges			373,151	228,669
2. Waiver Amortization				
Total Amortization Credits			0	0

Amortization charge shown above includes a "cash flow rule" acceleration of \$117,866 for 2011 triggered by compensation paid to employees in the controlled group in excess of \$1 million as indexed each year.

Schedule SB Attachments (Form 5500) – 2016 Plan Year

Schedule SB, Line 25 – Change in Method

BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility

EIN: 16-1090809 PN: 028

The valuation software used to produce the actuarial information submitted on this schedule has been changed and such modification may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

This change in valuation software was prematurely reported as a change in method on the 2015 Form 5500 Schedule SB. The software change is first effective for the actuarial information submitted on the 2016 Form 5500 Schedule SB.

Schedule SB Attachments (Form 5500) – 2016 Plan Year

Schedule SB, Line 24 — Change in Actuarial Assumptions

BASF Corporation Pension Plan for Hourly Employees of Louisville, Kentucky Facility

EIN: 16-1090809 PN: 028

The administrative expense load increased from 0.40% of the Fair Value of Assets in 2015 to 0.55% of the Fair Value of Assets in 2016 to account for higher expected expenses to be paid from the trust.