

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
---	--	---

Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>10/01/2016</u> and ending <u>09/30/2017</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	☐ automatic extension	☐ the DFVC program
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES</u>	1b Three-digit plan number (PN) ►	<u>014</u>
		1c Effective date of plan	<u>06/02/2014</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)	2b Employer Identification Number (EIN) <u>35-1814673</u> 2c Plan Sponsor's telephone number <u>812-306-2520</u> 2d Business code (see instructions) <u>325200</u>		
<u>BERRY GLOBAL, INC.</u> <u>101 OAKLEY STREET</u> <u>PO BOX 959</u> <u>EVANSVILLE, IN 47706-0959</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.	<u>07/16/2018</u>	<u>DAVID BERKMAN</u>
	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	5 159
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... 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) 126 6a(2) 119 6b 24 6c 14 6d 157 6e 1 6f 158 6g 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1I 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
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)

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
--	--	---

For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

▶ **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>BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>014</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BERRY GLOBAL, INC.</u>	D Employer Identification Number (EIN) <u>35-1814673</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>10</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>10224846</u>
b Actuarial value	2b <u>10337151</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>23</u> (2) Vested Funding Target <u>2275487</u> (3) Total Funding Target <u>2275487</u>
b For terminated vested participants	<u>11</u> <u>171337</u> <u>171337</u>
c For active participants	<u>126</u> <u>4866780</u> <u>5835715</u>
d Total	<u>160</u> <u>7313604</u> <u>8282539</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>6.23 %</u>
6 Target normal cost	6 <u>116000</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>07/06/2018</u>
	Signature of actuary	Date
<u>THOMAS GRAHAM</u>	Type or print name of actuary	<u>17-05864</u>
		Most recent enrollment number
<u>CBIZ RETIREMENT PLAN SERVICES</u>	Firm name	<u>215-825-4022</u>
<u>1845 WALNUT STREET</u> <u>14TH FLOOR</u> <u>PHILADELPHIA, PA 19103</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)	0	306339
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	306339
10	Interest on line 9 using prior year's actual return of 1.87%	0	5729
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.23%		0
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		0
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	312068

Part III Funding Percentages			
14	Funding target attainment percentage	14	121.03%
15	Adjusted funding target attainment percentage	15	124.80%
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	122.87%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21 Discount rate:			
a Segment rates:		1st segment: 4.43%	2nd segment: 5.91%
		3rd segment: 6.65%	☐ N/A, full yield curve used
b Applicable month (enter code)			21b 0
22 Weighted average retirement age			22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			
Part VI	Miscellaneous Items		
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No			
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.			27
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28 Unpaid minimum required contributions for all prior years			28 0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)			29 0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)			30 0
Part VIII	Minimum Required Contribution For Current Year		
31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)			31a 116000
b Excess assets, if applicable, but not greater than line 31a			31b 116000
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
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 0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)			34 0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)			36 0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)			37 0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)			38a 0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances			38b 0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)			39 0
40 Unpaid minimum required contributions for all years			40 0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years	☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008	☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment			42
43 Excess installment acceleration amount to be carried over to future plan years			43

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider 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>	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

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

Part I	Service Provider Information (see instructions)
--------	---

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

☐ Yes ☒ No
- b

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

CBIZ RETIREMENT PLAN SERVICES

31-1582098

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	28529	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LAW OFFICES OF DAVID ZEID

04-1405384

(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?
29	NONE	8880	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIFTH THIRD BANK

31-6854434

(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?
21	NONE	8851	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:	STEVEN M. BOURG	b EIN:	31-1582098
c Position:	ENROLLED ACTUARY		
d Address:	3851 PARROT DRIVE ELLICOTT CITY, MD 21042	e Telephone:	410-707-2494

Explanation: TERMINATION WAS IN CONJUNCTION WITH THE ENROLLED ACTUARY'S TERMINATION FROM CBIZ BENEFITS AND INSURANCE SERVICES, INC. EFFECTIVE NOVEMBER 15, 2016.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
---	--	---

For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

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

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: FIFTH THIRD EQUITY INDEX COMMINGLED

b Name of sponsor of entity listed in (a): FIFTH THIRD BANK

c EIN-PN <u>30-0194096-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1246228</u>
---------------------------------------	-------------------------------	--

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)
-----------------	----------------------	---

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

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
---	--	--

For calendar plan year 2016 or fiscal plan year beginning <u>10/01/2016</u> and ending <u>09/30/2017</u>		
A Name of plan <u>BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>014</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BERRY GLOBAL, INC.</u>	D Employer Identification Number (EIN) <u>35-1814673</u>	

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	34135	42317
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1103525	124288
(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)	4929029	5807859
(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)	1051760	1246228
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1999184	1857586
(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) 1107213	1430412
(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 10224846	10508690
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k 0	0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l 10224846	10508690

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)	
	(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)	0
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A) 434	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C) 165495	
	(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)	165929
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B) 34194	
	(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)	34194
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A) 294430	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B) 295162	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	-732
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B) 192098	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	192098

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		194468
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-1762
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		584195

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	232273	
(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)		232273
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)	40409	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	8851	
(4) Other	2i(4)	18818	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		68078
j Total expenses. Add all expense amounts in column (b) and enter total	2j		300351

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		283844
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: **HARDING SHYMANSKI & COMPANY PSC** (2) EIN: **35-1346211**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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		1000000
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			
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 4056173. (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.
---	---	--

For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

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

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<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): _____ 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.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

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 / / .	

BERRY GLOBAL, INC.
PENSION PLAN FOR BROOKVILLE (PA)
UNION EMPLOYEES

Financial Report

September 30, 2017

CONTENTS

Independent Auditor's Report	Page 2
------------------------------	--------

Financial Statements:

Statements of Net Assets Available for Benefits	4
Statements of Changes in Net Assets Available for Benefits	5
Statement of Accumulated Plan Benefits	6
Statement of Changes in Accumulated Plan Benefits	7
Notes to Financial Statements	8

Supplemental Schedules:

Schedule of Assets (Held at End of Year)	22
Schedule of Reportable Transactions	26



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

Certified Public Accountants
and Consultants

21 S.E. Third Street, Suite 500
P.O. Box 3677
Evansville, IN 47735-3677

(812) 464-9161
Fax (812) 465-7811

545 S. Third Street, Suite 102
Louisville, KY 40202-1935

(502) 584-4142
Fax (502) 581-1653

www.hsccpa.com

An Independently
Owned Member,
RSM US Alliance

INDEPENDENT AUDITOR'S REPORT

401(k) Retirement Plans Committee
Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees, which comprise the statements of net assets available for benefits as of September 30, 2017 and 2016, the related statements of changes in net assets available for benefits for the year ended September 30, 2017 and the four-month period ended September 30, 2016, the statement of accumulated Plan benefits as of September 30, 2016, the related statement of changes in accumulated Plan benefits for the four-month period 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 our 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, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Basis for Disclaimer of Opinion



As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 5, which was certified by Fifth Third Bank, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and execute transactions. The Plan administrator has obtained certifications from the Trustee as of September 30, 2017 and 2016, for the year ended September 30, 2017 and the four-month period ended September 30, 2016, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets (held at end of year) and reportable transactions as of September 30, 2017 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

Warding, Szymanski & Company, P.S.C.

Evansville, Indiana
July 11, 2018

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2017 and 2016

	2017	2016
<hr/>		
ASSETS		
Investments at fair value	\$ 10,466,378	\$ 10,190,711
Receivables		
Interest receivable	<u>42,312</u>	<u>34,135</u>
Net assets available for benefits	<u>\$ 10,508,690</u>	<u>\$ 10,224,846</u>

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended September 30, 2017 and Four-Month Period Ended September 30, 2016

	2017	Period Ended September 30, 2016
Additions:		
Investment income		
Net appreciation in fair value of investments	\$ 384,072	\$ 151,318
Interest and dividends	200,123	36,772
Total additions	584,195	188,090
Deductions:		
Benefits paid to participants	232,273	56,190
Administrative expenses	68,078	32,478
Total deductions	300,351	88,668
Net increase	283,844	99,422
Net assets available for benefits:		
Beginning of year	10,224,846	10,125,424
End of year	\$ 10,508,690	\$ 10,224,846

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

STATEMENT OF ACCUMULATED PLAN BENEFITS

September 30, 2016

Actuarial present value of accumulated Plan benefits

Vested benefits:

Participants and beneficiaries currently receiving payments

\$ 2,045,859

Other participants

5,216,559

Total actuarial present value of accumulated Plan benefits

\$ 7,262,418

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

For the Four-Month Period Ended September 30, 2016

Actuarial present value of accumulated Plan benefits at beginning of period	\$ 7,281,710
Increase (decrease) during the period attributable to:	
Change in actuarial assumptions	(110,562)
Benefits accumulated	(27,836)
Interest accumulated	175,296
Benefits paid	<u>(56,190)</u>
Net decrease	<u>(19,292)</u>
Actuarial present value of accumulated Plan benefits at end of period	<u><u>\$ 7,262,418</u></u>

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 1 – Plan Description

The following description of the Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees (Plan) provides only general information. The Plan was formerly named Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees and effective April 14, 2017, the Plan name changed to the aforementioned Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan sponsored by Berry Global, Inc. (Company) covering certain collectively-bargained employees of Rexam Healthcare Packaging, Inc. (Rexam), which was acquired by the Company on June 2, 2014. The Company agreed to assume all of Rexam's pension liabilities and responsibilities that began on August 1, 2007 and to continue to provide defined benefit pension benefits to eligible union employees. Employees must be participants of the Glass, Molders, Pottery, Plastics & Applied Workers of the United States and Canada Affiliated with the American Federation of Labor and Congress of Industrial Organization and Canadian Labor Congress, Local Union No. 247 (Brookville Union Employees) and hired prior to August 1, 2011. Effective August 1, 2011, the Plan was frozen for all employees.

Effective April 5, 2016, the Plan's year-end was changed from June 1 to September 30. The Plan elected to utilize a short Plan year deferral of accountant's report for the four-month period ended September 30, 2016. These financial statements include reports on that four-month period and the year ended September 30, 2017.

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

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

Pension Benefits

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

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 1 – Plan Description (Continued)

Death and Disability Benefits

A participant whose employment with the Company is severed on account of such participant's total and permanent disability prior to the earliest date on which the participant would be entitled to begin receiving benefits, but after completing ten years of cumulative service, shall be entitled to receive retirement benefit under this Plan commencing as of the date determined in accordance with the rules established by the 401(k) Retirement Plan Committee for this purpose, equal to the monthly retirement income on the basis of all such factors as shall be used in calculating normal retirement benefit.

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

Vesting

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

Note 2 – Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; actuarial present value of accumulated plan benefits as the date of the financial statements; and the changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's 401(k) Retirement Plans Committee determines the Plan's valuation policies utilizing information provided by the advisors and the Trustee. See Note 6 for discussion of fair value measurements.

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

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 2 – Significant Accounting Policies (Continued)

Actuarial Present Value of Accumulated Plan Benefits

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

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

The significant methods and assumptions underlying the actuarial computations of accumulated Plan benefits as of October 1, 2016 and June 2, 2016 are as follows:

Life Expectancy of Participants	2016 Combined Static Mortality used for the period ended October 1, 2016 and 2015 Combined Static Mortality used for the year ended June 2, 2016
Retirement Age Assumptions	Age 65
Assumed Interest	6.23% for the period ended October 1, 2016 and 6.43% for the year ended June 2, 2016
Assumed Asset Valuation Method	Market Value of Assets
Assumed Average Rates of Return	6% for the period and year ended October 1, 2016 and June 2, 2016, respectively
Assumed Actuarial Cost Method	Unit credit

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors may be applicable in determining the actuarial present value of accumulated Plan benefits. Had the valuation been completed as of September 30, there would be no material differences.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 2 – Significant Accounting Policies (Continued)

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

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

Subsequent Events

The Plan has evaluated subsequent events through July 11, 2018, the date the financial statements were available to be issued.

Recently Issued Accounting Standards

In February 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2017-06, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting*, which changes the presentation and disclosures for plans that participate in a master trust. Additionally, ASU 2017-06 simplifies the disclosures of 401(h) accounts in health and welfare plans. The ASU is effective for fiscal years beginning after December 15, 2018. The ASU should be applied retrospectively to each period for which financial statements are presented. Early adoption is permitted for this ASU. Plan management is currently evaluating the impact the adoption of this guidance will have on the financial statements.

Note 3 – Funding Policy

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

The Company's contributions for the year ended September 30, 2017 and four-month period ended September 30, 2016 met the minimum funding requirements of ERISA. There were no contributions required for 2017 and 2016.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 4 – Plan Termination

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

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

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

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

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

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

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

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

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 5 – Summary of Financial Data Certified by the Trustee

The following is a summary of the Plan's financial information as of September 30, 2017 and 2016, for the year ended September 30, 2017, and the four-month period ended September 30, 2016, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following assets are complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedules related to the following assets.

	<u>2017</u>	<u>2016</u>
<u>Net Assets Available for Benefits Held by Trustee</u>		
Investments at fair value	\$ 10,466,378	\$ 10,190,711
Accrued income	<u>42,312</u>	<u>34,135</u>
	<u><u>\$ 10,508,690</u></u>	<u><u>\$ 10,224,846</u></u>
<u>Statements of Changes in Net Assets Available for Benefits</u>		
Investment income		
Net appreciation in fair value of investments	\$ 384,072	\$ 151,318
Interest and dividends	<u>200,123</u>	<u>36,772</u>
	<u><u>\$ 584,195</u></u>	<u><u>\$ 188,090</u></u>

Note 6 – Fair Value Measurements

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

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
---------	---

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 6 – Fair Value Measurements (Continued)

Level 2

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3

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

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

Following are descriptions of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used for the year ended September 30, 2017, and four-month period ended September 30, 2016.

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

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

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.

Money market fund: Valued at the daily closing price as reported by the fund. Money market funds held by the Plan are open-end money market funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The money market funds held by the Plan are deemed to be actively traded.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 6 – Fair Value Measurements (Continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2017 and 2016:

	Fair Value Measurements as of September 30, 2017			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 1,857,586	\$ 0	\$ 0	\$ 1,857,586
Money market fund	124,287	0	0	124,287
Corporate bonds	5,807,866	0	0	5,807,866
Berry Global, Inc. common stock	1,430,412	0	0	1,430,412
Total assets in fair value hierarchy	<u>\$ 9,220,151</u>	<u>\$ 0</u>	<u>\$ 0</u>	9,220,151
Investments measured as NAV ^(a)				<u>1,246,227</u>
Investments at fair value				<u>\$ 10,466,378</u>

	Fair Value Measurement as of September 30, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 1,999,184	\$ 0	\$ 0	\$ 1,999,184
Money market fund	1,103,525	0	0	1,103,525
Corporate bonds	4,929,029	0	0	4,929,029
Berry Global, Inc. common stock	1,107,213	0	0	1,107,213
Total assets in fair value hierarchy	<u>\$ 9,138,951</u>	<u>\$ 0</u>	<u>\$ 0</u>	9,138,951
Investments measured as NAV ^(a)				<u>1,051,760</u>
Investments at fair value				<u>\$ 10,190,711</u>

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 6 – Fair Value Measurements (Continued)

- (a) In accordance with Subtopic 820-10, certain investments that were measured at NAV 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 statements of net assets available for benefits.

Investments Measured Using the NAV per Share Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of September 30, 2017 and 2016.

	<u>2017 Fair Value</u>	<u>2016 Fair Value</u>	<u>Redemption Frequency</u>	<u>Redemption Notice</u>
Common collective trust	<u>\$ 1,246,227</u>	<u>\$ 1,051,760</u>	Daily	None

Note 7 – Interest in Berry Global Master Trust

All of the Plan's investments are in the Berry Global, Inc. Master Trust (Master Trust), which was established for the investment of assets of the Plan and several other Berry Global, Inc. sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by Fifth Third Bank (Trustee). Effective August 20, 2017, the Master Trust was restated to change its name to Berry Global, Inc. and address changes in the Berry Global, Inc. sponsored retirement plans that are included in the Master Trust.

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. As of September 30, 2017 and 2016, the Plan's interest in net assets of the Master Trust was less than one percent, respectively. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon the amount of the time the Plan's assets were invested in the Master Trust.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

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

The following table presents the net assets of the Master Trust as of September 30, 2017 and 2016.

	<u>2017</u>	<u>2016</u>
Mutual funds	\$ 19,647,902	\$ 18,221,175
Money market funds	6,064,095	8,316,799
Corporate and treasury bonds	130,446,166	134,644,898
Common trust fund	61,408,957	55,638,734
Common stocks	<u>51,282,413</u>	<u>39,695,213</u>
Total net assets	<u>\$ 268,849,533</u>	<u>\$ 256,516,819</u>
Plan interest in Berry Global Master Trust	<u>\$ 10,466,378</u>	<u>\$ 10,190,711</u>

For the year ended September 30, 2017 and for the nine-month period ended September 30, 2016, the Master Trust's investments (including investments bought and sold, as well as held during the year) appreciated as follows:

	<u>2017</u>	<u>2016</u>
Net appreciation in fair value of investments:	<u>\$ 19,821,091</u>	<u>\$ 23,393,513</u>

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

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

The following are the changes in net assets for the Master Trust for the year ended September 30, 2017 and nine-month period ended September 30, 2016:

	<u>2017</u>	<u>2016</u>
Changes in Net Assets:		
Net appreciation in fair value of investments	\$ 19,821,091	\$ 23,393,513
Transfers in	0	102,319,359
Interest and dividends	4,500,033	3,053,403
Other income	<u>0</u>	<u>18</u>
Net investment income	24,321,124	128,766,293
Employer contributions	5,717,000	1,090,000
Distributions	(14,693,460)	(8,725,187)
Administrative expenses	<u>(3,011,950)</u>	<u>(588,400)</u>
Increase in net assets	<u>12,332,714</u>	<u>120,542,706</u>
Net assets		
Beginning of year	<u>256,516,819</u>	<u>135,974,113</u>
End of year	<u>\$ 268,849,533</u>	<u>\$ 256,516,819</u>

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

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

The following table sets forth by level, within the fair value hierarchy, the Master Trust's fair value measurements as of September 30, 2017 and 2016:

	Fair Value Measurements as of September 30, 2017			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 19,647,902	\$ 0	\$ 0	\$ 19,647,902
Money market funds	6,064,095	0	0	6,064,095
Berry Global, Inc. common stock	51,282,413	0	0	51,282,413
Corporate and treasury bonds	130,446,166	0	0	130,446,166
Total assets in the fair value hierarchy	<u>\$ 207,440,576</u>	<u>\$ 0</u>	<u>\$ 0</u>	207,440,576
Investments measured at NAV ^(a)				<u>61,408,957</u>
Investments at fair value				<u>\$ 268,849,533</u>

	Fair Value Measurements as of September 30, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 18,221,175	\$ 0	\$ 0	\$ 18,221,175
Money market funds	\$ 8,316,799	0	0	8,316,799
Berry Global, Inc. common stock	39,695,213	0	0	39,695,213
Corporate and treasury bonds	134,644,898	0	0	134,644,898
Total assets in the fair value hierarchy	<u>\$ 200,878,085</u>	<u>\$ 0</u>	<u>\$ 0</u>	200,878,085
Investments measured at NAV ^(a)				<u>55,638,734</u>
Total assets at fair value				<u>\$ 256,516,819</u>

(a) In accordance with Subtopic 820-10, certain investments that were measured at NAV 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 statements of net assets available for benefits.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

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

Investments Measured Using the NAV per Share Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of September 30, 2017 and 2016.

	<u>2017 Fair Value</u>	<u>2016 Fair Value</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common collective trust ^(a)	<u>\$ 61,408,957</u>	<u>\$ 55,638,734</u>	Daily	None

(a) This fund invests primarily in investment contracts issued by insurance companies, banks, or other financial institutions, including investment contracts backed by high quality fixed income securities. Investments in this category can be redeemed immediately at the current NAV per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the NAV per share of the investments.

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

Certain Plan investments are shares of common stock and a common collective trust that is managed by Fifth Third Bank. Fifth Third Bank is the Trustee as defined by the Plan and; therefore, generates transactions that qualify as party-in-interest transactions. Fees paid by the Plan for the Trustee services for the year ended September 30, 2017 and the four-month period ended September 30, 2016 amounted to \$8,851 and \$1,328, respectively. Fees paid to the actuary and other service providers, which are also considered a party-in-interest transaction for the year ended September 30, 2017 and the four-month period ended September 30, 2016 amounted to \$31,529 and \$31,150, respectively.

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

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 9 – Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated December 14, 2016, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and; therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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

Note 10 – Risks and Uncertainties

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

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

Note 11 – Plan Amendment

Effective April 14, 2017, the name of the Plan was changed from Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees to Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees.

--- SUPPLEMENTAL SCHEDULES ---

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

September 30, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Investments at Fair Value			
	Alphabet Inc. SR GLBL NT	Corporate Bond, Interest Rate - 3.375% through February 25, 2024	\$ 105,128	\$ 104,807
	Altera Corp SR NT	Corporate Bond, Interest Rate - 2.50% through November 15, 2018	101,279	101,020
	Apple Inc.	Corporate Bond, Interest Rate - 2.40% through May 3, 2023	99,213	99,810
	Apple Inc. SR GLBL NT	Corporate Bond, Interest Rate - 2.45% through August 4, 2026	95,621	96,486
	Automatic Data Processing Inc.	Corporate Bond, Interest Rate - 3.375% through September 15, 2025	103,926	103,566
	Bank of New York Mellon Corp	Corporate Bond, Interest Rate - 2.50% through April 15, 2021	100,794	101,000
	Bank Nova Scotia B C SR NT	Corporate Bond, Interest Rate - 2.45% through March 22, 2021	100,437	100,615
	Berkshire Hathaway Inc.	Corporate Bond, Interest Rate - 2.75% through March 15, 2023	101,325	101,660
	Blackrock Inc.	Corporate Bond, Interest Rate - 5.00% through December 10, 2019	107,372	106,697
	Caterpillar Financial Services Corp	Corporate Bond, Interest Rate - 3.30% through June 9, 2024	103,135	103,350
	Caterpillar Inc.	Corporate Bond, Interest Rate - 3.40% through May 15, 2024	104,263	104,630
	Charles Schwab Corp	Corporate Bond, Interest Rate - 4.45% through July 22, 2020	106,695	106,558
	Chevron Corp New	Corporate Bond, Interest Rate - 1.961% through March 3, 2020	100,303	100,391
	Coca Cola Co.	Corporate Bond, Interest Rate - 2.55% through June 1, 2026	96,954	97,305
	Deere John Cap Corp Med Term NTS	Corporate Bond, Interest Rate - 2.80% through March 4, 2021	102,031	102,038
	Disney Walt Co New MTN	Corporate Bond, Interest Rate - 2.30% through February 12, 2021	100,870	100,861
	Exxon Mobil	Corporate Bond, Interest Rate - 2.397% through March 6, 2022	100,523	100,826
	General Electric Cap Corp Medium	Corporate Bond, Interest Rate - 3.150% through September 7, 2022	103,738	103,862

See independent auditor's report.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	GlaxoSmithKline CAP	Corporate Bond, Interest Rate - 2.850% through May 8, 2022	\$ 102,170	\$ 102,280
	HSBC USA Inc.	Corporate Bond, Interest Rate - 2.350% through March 5, 2020	100,587	100,640
	Home Depot Inc. SR NT	Corporate Bond, Interest Rate - 2.70% through April 1, 2023	101,457	101,535
	Intel Corp	Corporate Bond, Interest Rate - 3.30% through October 1, 2021	104,565	104,698
	IBM Corp	Corporate Bond, Interest Rate - 1.875% through August 1, 2022	97,483	97,750
	Johnson & Johnson SR NT	Corporate Bond, Interest Rate - 2.450% through March 1, 2026	97,512	98,195
	Lilly Eli & Co SR NT	Corporate Bond, Interest Rate - 2.75% through June 1, 2025	99,893	99,807
	MasterCard Inc. NT	Corporate Bond, Interest Rate - 3.375% through April 1, 2024	104,296	104,390
	Merk & Co Inc.	Corporate Bond, Interest Rate - 5.00% through June 30, 2019	106,250	105,686
	Microsoft Corp	Corporate Bond, Interest Rate - 2.375% through May 1, 2023	99,593	99,906
	Novartis Capital Corp	Corporate Bond, Interest Rate - 3.40% through May 6, 2024	104,352	104,757
	Oracle Corp	Corporate Bond, Interest Rate - 5.00% through July 8, 2019	106,517	105,642
	Oracle Corp	Corporate Bond, Interest Rate - 3.40% through July 8, 2024	104,134	104,145
	PepsiCo Inc. Note	Corporate Bond, Interest Rate - 2.75% through March 5, 2022	102,213	102,532
	Pfizer Inc. NT	Corporate Bond, Interest Rate - 2.10% through May 15, 2019	100,899	100,867
	Philip Morris Intl Inc. SR NT	Corporate Bond, Interest Rate - 2.625% through March 6, 2023	99,680	99,972
	Philip Morris Intl Inc. SR NT	Corporate Bond, Interest Rate - 3.25% through November 10, 2024	101,805	101,931
	Praxair Inc. NT	Corporate Bond, Interest Rate - 2.45% through February 15, 2022	100,600	100,745

See independent auditor's report.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2017

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party		Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
Procter & Gamble Co		Corporate Bond, Interest Rate - 3.10% through August 15, 2023	\$ 103,768	\$ 104,102
Progressive Corp Ohio SR Note		Corporate Bond, Interest Rate - 3.75% through August 23, 2021	105,610	105,161
QualComm Inc.		Corporate Bond, Interest Rate - 3.00% through May 20, 2022	205,106	205,930
QualComm Inc.		Corporate Bond, Interest Rate - 3.45% through May 20, 2025	102,785	103,170
Shell International Finance BV		Corporate Bond, Interest Rate - 2.25% through January 6, 2023	98,159	99,345
Simon PPTY Group LP NT		Corporate Bond, Interest Rate - 4.375% through March 1, 2021	106,496	106,326
Simon PPTY Group		Corporate Bond, Interest Rate - 2.75% through February 1, 2023	99,613	100,380
Starbucks Corp		Corporate Bond, Interest Rate - 2.45% through June 15, 2026	96,446	96,138
Target Corp		Corporate Bond, Interest Rate - 3.875% through July 15, 2020	105,657	105,275
Target Corp SR Global NT		Corporate Bond, Interest Rate - 2.50% through April 15, 2026	94,880	95,774
Total Cap International		Corporate Bond, Interest Rate - 2.70% through January 25, 2023	100,511	101,132
Toyota Motor Credit Corp		Corporate Bond, Interest Rate - 2.75% through May 17, 2021	101,931	102,068
US Bank National Association Cincinnati		Corporate Bond, Interest Rate - 2.80% through January 27, 2025	99,044	99,360
United Parcel Service		Corporate Bond, Interest Rate - 2.45% through October 1, 2022	101,015	100,965
Visa Inc. SR Global NT 25		Corporate Bond, Interest Rate - 3.150% through December 14, 2025	101,527	102,451
Wal-Mart Stores Inc.		Corporate Bond, Interest Rate - 3.30% through April 22, 2024	104,416	104,882
Wells Fargo & Co		Corporate Bond, Interest Rate - 2.60% through July 22, 2020	202,820	202,808
Wells Fargo & Co New Medium		Corporate Bond, Interest Rate - 3.55% through September 29, 2025	101,670	102,481

See independent auditor's report.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Westpac BKG Corp SR Global NT	Corporate Bond, Interest Rate - 2.10% through May 13, 2021	\$ 99,085	\$ 99,158
*	Berry Global Inc.	Common Stock	1,439,502	1,430,412
	Federated Prime Cash Obligation	Money Market Fund	124,287	124,287
	Federated Ultra Short Bond	Mutual Fund	961,098	961,098
	Principal Short Term Income	Mutual Fund	895,754	896,488
			<u>9,218,793</u>	<u>9,220,151</u>
	<u>Investments at Estimated Fair Value</u>			
*	Fifth Third Equity Index Commingled Fund	Common collective trust	<u>1,193,085</u>	<u>1,246,227</u>
	Investments at fair value per Form 5500		<u>\$ 10,411,878</u>	<u>\$ 10,466,378</u>

* Party-in-interest

See independent auditor's report.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

September 30, 2017

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Transaction Expense	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
<u>Series of transactions in excess of five percent of Plan assets</u>							
Issuer	Federated Government Obligations Premiere	\$ 770,402	\$ 0	\$ 0	\$ 770,402	\$ 770,402	\$ 0
Issuer	Federated Prime Cash Obligation	0	1,103,525	0	1,103,525	1,103,525	0
Issuer	Federated Government Obligations Premiere	805,019	0	0	805,019	805,019	0
Issuer	Federated Government Obligations Premiere	0	680,732	0	680,732	680,732	0

See independent auditor's report.

Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees
EIN: 35-1814673 Plan: 014
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service										Total Number
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	1	4	0	0	0	0	0	0	5
35-39	0	1	5	4	2	0	0	0	0	0	12
40-44	0	0	3	4	6	3	0	0	0	0	16
45-49	0	0	3	6	10	3	1	0	0	0	23
50-54	0	0	3	7	7	4	4	3	0	0	28
55-59	0	0	5	7	9	2	1	4	2	0	30
60-64	0	0	1	1	1	2	1	1	2	0	9
65-69	0	0	0	0	1	0	0	0	0	1	2
70 & Over	0	0	0	0	0	0	0	0	0	1	1
Total	0	1	21	33	36	14	7	8	4	2	126

Average Age:
50.29

Average Service:
17.72

of Males:
74

of Females:
52

Berry Plastics Corporation Pension Plan for Brookville**October 1, 2016 Actuarial Valuation Report**

Attachment to Schedule SB for 10-01-2016 to 09-30-2017

EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS**Interest Rates****Target Liability (minimum contribution, based on zero-month lookback, reflecting interest rate stabilization)**

Segment 1	4.43% per year, compounded annually.
Segment 2	5.91% per year, compounded annually.
Segment 3	6.65% per year, compounded annually.
Effective Interest Rate	6.23% per year, compounded annually.

Target Liability (maximum contribution, based on zero-month lookback)

Segment 1	1.52% per year, compounded annually.
Segment 2	3.78% per year, compounded annually.
Segment 3	4.76% per year, compounded annually.
Effective Interest Rate	4.28% per year, compounded annually.

PBGC Rates

Segment 1	1.47% per year, compounded annually.
Segment 2	3.34% per year, compounded annually.
Segment 3	4.30% per year, compounded annually.

Mortality

IRS 2016 Static Mortality Table.

Retirement Age**Active**

Retirements rates are as follows:

Age	Rate
55-60	10%
61	20%
62	40%
63-64	30%
65	100%

Terminated vested

Retirements are assumed to occur at age 65.

Withdrawal

Withdrawal rates vary with age and service. Sample rates are shown below:

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

Berry Plastics Corporation Pension Plan for Brookville

October 1, 2016 Actuarial Valuation Report

Attachment to Schedule SB for 10-01-2016 to 09-30-2017

EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

Disability	None assumed.
Expenses	The normal cost is increased by the administrative expenses expected to be paid from the trust during the year. For the year beginning October 1, 2016 this amount is \$116,000.
Marital Status	85% of employees are assumed to be married. Wives are assumed to be three years younger than their husbands.
Form of Payment	Life annuity.
Actuarial Cost Method	<p>The Pension Protection Act (PPA) requires the calculation of the Target Liability and Target Normal Cost. The Target Liability represents the present value of the benefit accumulated as of the valuation date. The present value is calculated by projecting future payments of the accrued benefit, adjusting for probability of receipt according to demographic assumptions, and discounting the payments back to the valuation date using the segment interest rates. Payments made within five years of the valuation date are discounted using the first segment rate, payments made at least five but within 20 years of the valuation date are discounted using the second segment rate, and payments made at least 20 years from the valuation date are discounted using the third segment rate. The calculation of the Target Normal Cost is identical, except that the future payment stream is based on the benefit expected to accrue during the plan year.</p>
Asset Valuation Method	<p>The actuarial assets are determined by a three-point averaging method, averaging the following adjusted asset values:</p> <ol style="list-style-type: none">1. Market value as of October 1, 2014, advanced to the valuation date with 2014 and 2015 benefit payments, expenses, contributions and expected return.2. Market value as of October 1, 2015, advanced to the valuation date with 2015 benefit payments, expenses, contributions and expected return.3. Market value as of October 1, 2016. <p>Discounted contributions made after the valuation date are included in all adjusted asset figures. The assumed rate of return is 6.00%, or the third segment rate for the year if lower. The averaged assets are further adjusted so that the final actuarial assets are no more than 110% and no less than 90% of market value.</p>

Berry Plastics Corporation Pension Plan for Brookville

October 1, 2016 Actuarial Valuation Report

Attachment to Schedule SB for 10-01-2016 to 09-30-2017

EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

**Changes since the Prior
Valuation**

The segment rate changes for maximum funding are as follows: from 1.50% to 1.52% for the first five years, from 3.88% to 3.78% for the next 15 years and from 4.89% to 4.76% for all years thereafter.

The segment rate changes for PBGC vested liabilities are as follows: from 1.50% to 1.47% for the first five years, from 3.60% to 3.34% for the next 15 years and from 4.62% to 4.30% for all years thereafter.

Plan administrative expenses are assumed to be \$116,000, compared to \$18,333 for the short plan year commencing June 2, 2016.

Berry Plastics Corporation Pension Plan for Brookville

October 1, 2016 Actuarial Valuation Report

Attachment to Schedule SB for 10-01-2016 to 09-30-2017

EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

Rationale for Selection of Significant Actuarial Assumptions

IRS and PBGC mortality and interest rates

The interest rate and mortality assumptions used to value the Target Liability for determining the minimum and maximum contributions, PBGC premiums, and lump sum distributions are prescribed by law and based on elections made by the Plan Sponsor.

Retirement from active employment

Because the employer does not have enough data to do a fully credible experience analysis with respect to retirement from active employment, the current assumption has been selected based on observations of recent retirements from active employment, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

Retirement from terminated vested status

Because the employer does not have enough data to do a fully credible experience analysis with respect to retirement from terminated vested status, the current assumption has been selected based on observations of recent retirements from terminated vested status, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

Termination of employment

Because the employer does not have enough data to do a fully credible experience analysis with respect to termination from active employment, the current assumption has been selected based on observations of recent terminations of employment, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

Plan expenses

Expenses paid from the plan trust are estimated by reviewing historical fees paid from the trust and adjusting for PBGC premiums and other expenditures expected to be paid in this Plan Year.

Marital status

Because the employer does not have enough data to do a fully credible experience analysis with respect to spousal information, the current assumption has been selected based on observations of recent spousal information, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

Form of payment

Because the employer does not have enough data to do a fully credible experience analysis with respect to form of payment, the current assumption has been selected based on observations of recent payment form elections, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

Berry Plastics Corporation Pension Plan for Brookville

October 1, 2016 Actuarial Valuation Report

Attachment to Schedule SB for 10-01-2016 to 09-30-2017

EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

Rationale for Selection of Significant Actuarial Assumptions

Assumed rate of return for actuarial value of assets

The assumed rate of return used for determination of the actuarial value of assets was selected taking into consideration input from the Plan's investment advisor and publicly available survey information on expected returns by asset class as of September 30, 2016.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

September 30, 2017

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Transaction Expense	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
<u>Series of transactions in excess of five percent of Plan assets</u>							
Issuer	Federated Government Obligations Premiere	\$ 770,402	\$ 0	\$ 0	\$ 770,402	\$ 770,402	0
Issuer	Federated Prime Cash Obligation	0	1,103,525	0	1,103,525	1,103,525	0
Issuer	Federated Government Obligations Premiere	805,019	0	0	805,019	805,019	0
Issuer	Federated Government Obligations Premiere	0	680,732	0	680,732	680,732	0

See independent auditor's report.

**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 10/01/2016 and ending 09/30/2017▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

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

Part I Basic Information

1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2016</u>			
2 Assets:			
a Market value.....		2a	10,224,846
b Actuarial value.....		2b	10,337,151
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.....	23	2,275,487	2,275,487
b For terminated vested participants.....	11	171,337	171,337
c For active participants.....	126	4,866,780	5,835,715
d Total.....	160	7,313,604	8,282,539
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	6.23%
6 Target normal cost.....		6	116,000

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**

THOMAS GRAHAM

Signature of actuary

THOMAS GRAHAM

Type or print name of actuary

CBIZ RETIREMENT PLAN SERVICES

Firm name

1845 WALNUT STREET
14TH FLOOR
PHILADELPHIA PA 19103

Address of the firm

07/06/2018

Date

1705864

Most recent enrollment number

215-825-4022

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).....	0	306,339
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....	0	0
9 Amount remaining (line 7 minus line 8).....	0	306,339
10 Interest on line 9 using prior year's actual return of <u>1.87%</u>	0	5,729
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.23%</u>		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
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	312,068

Part III Funding Percentages

14 Funding target attainment percentage.....	14	121.03%
15 Adjusted funding target attainment percentage.....	15	124.80%
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	122.87%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

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

Liquidity shortfall as of end of quarter of this plan year

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
4.43 %2nd segment:
5.91 %3rd segment:
6.65 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

0

22 Weighted average retirement age**22**

60

23 Mortality table(s) (see instructions)☐

Prescribed - combined

☒

Prescribed - separate

☐

Substitute

Part VI Miscellaneous Items**24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.☒

Yes

☐

No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.☐

Yes

☒

No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.☒

Yes

☐

No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28**

0

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

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)**30**

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)**31a**

116,000

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

116,000

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

0

0

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**

0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)**34**

0

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement

0

0

0

36 Additional cash requirement (line 34 minus line 35)**36**

0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)**37**

0

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years**40**

0

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

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

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

EIN/PN: 35-1814673/014

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

Weighted Average Retirement Age (Column E / Column D)

60

Berry Plastics Corporation Pension Plan for Brookville

October 1, 2016 Actuarial Valuation Report

Attachment to Schedule SB for 10-01-2016 to 09-30-2017

EIN/PN: 35-1814673/014

SUMMARY OF PRINCIPAL PLAN PROVISIONS

Original Effective Date June 2, 2014

Plan Year October 1 through September 30

Employer ID No. 35-1814673

Plan Number 014

Eligibility

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

Years of Service

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

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

As of October 31, 2015, Benefit Service is frozen.

Annual Credit Factor

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

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

Normal Retirement Date

The first of the month coinciding with or next following age 65.

Berry Plastics Corporation Pension Plan for Brookville

October 1, 2016 Actuarial Valuation Report

Attachment to Schedule SB for 10-01-2016 to 09-30-2017

EIN/PN: 35-1814673/014

SUMMARY OF PRINCIPAL PLAN PROVISIONS

Normal Retirement Benefit

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

Delayed Retirement

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

Early Retirement Benefit

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

Disability Retirement Benefit

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

Death Benefit

If death occurs while actively employed and having obtained age 35 with ten Years of Benefit Service, the surviving spouse is entitled to the greater of:

- A) 50% of the participant's accrued monthly Normal Retirement Benefit calculated as of the date of death with no reduction for payment prior to the participant's Normal Retirement Date or,
- B) The Qualified Pre-retirement Survivor Annuity.

Otherwise, the surviving spouse of a participant with a vested accrued benefit is entitled to a monthly annuity equal to 50% of the amount payable to the participant under the 50% joint and survivor annuity payable as if the participant had separated from service at the time of death and began receiving benefits at the later of age 55 or current age and died immediately thereafter.

In the event of death occurring after having commenced benefits and prior to receipt of at least 72 monthly payments to the participant, the remainder of the 72 payments shall be paid to the beneficiary.

Berry Plastics Corporation Pension Plan for Brookville

October 1, 2016 Actuarial Valuation Report

Attachment to Schedule SB for 10-01-2016 to 09-30-2017

EIN/PN: 35-1814673/014

SUMMARY OF PRINCIPAL PLAN PROVISIONS

Severance Benefit

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

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

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

Normal Form of Benefit

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

Optional Forms of Benefit

The options are:

- (1) A reduced benefit to be paid during the participant's lifetime with 66-2/3, 75%, or 100% of the reduced benefit to be continued to the beneficiary for life after his death.
- (2) Level income option. Benefit is adjusted both before and after age 62, so that the total paid from the plan and Social Security, both before and after Social Security benefits commence, is equal.
- (3) A lump sum benefit if the value is less than \$5,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the 1971 TPF&C Forecast Mortality Table Without Set Back used for both men and women and a 6% interest rate. Effective for benefit commencement beginning on or after August 1, 2007, the Social Security Leveling optional form of benefit shall be determined based on an interest rate of 5% and mortality based on a fixed blend 50% male and 50% female mortality rates from the 1994 GAR Table. Lump sum actuarial equivalence is based on the Applicable Mortality Table and the Applicable Interest rate as defined under IRC Section 417(e)(3). The lookback month is the third month and the stability period is the calendar year containing the annuity start date.

Additional Information

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

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

September 30, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Investments at Fair Value			
	Alphabet Inc. SR GLBL NT	Corporate Bond, Interest Rate - 3.375% through February 25, 2024	\$ 105,128	\$ 104,807
	Altera Corp SR NT	Corporate Bond, Interest Rate - 2.50% through November 15, 2018	101,279	101,020
	Apple Inc.	Corporate Bond, Interest Rate - 2.40% through May 3, 2023	99,213	99,810
	Apple Inc. SR GLBL NT	Corporate Bond, Interest Rate - 2.45% through August 4, 2026	95,621	96,486
	Automatic Data Processing Inc.	Corporate Bond, Interest Rate - 3.375% through September 15, 2025	103,926	103,566
	Bank of New York Mellon Corp	Corporate Bond, Interest Rate - 2.50% through April 15, 2021	100,794	101,000
	Bank Nova Scotia B C SR NT	Corporate Bond, Interest Rate - 2.45% through March 22, 2021	100,437	100,615
	Berkshire Hathaway Inc.	Corporate Bond, Interest Rate - 2.75% through March 15, 2023	101,325	101,660
	Blackrock Inc.	Corporate Bond, Interest Rate - 5.00% through December 10, 2019	107,372	106,697
	Caterpillar Financial Services Corp	Corporate Bond, Interest Rate - 3.30% through June 9, 2024	103,135	103,350
	Caterpillar Inc.	Corporate Bond, Interest Rate - 3.40% through May 15, 2024	104,263	104,630
	Charles Schwab Corp	Corporate Bond, Interest Rate - 4.45% through July 22, 2020	106,695	106,558
	Chevron Corp New	Corporate Bond, Interest Rate - 1.961% through March 3, 2020	100,303	100,391
	Coca Cola Co.	Corporate Bond, Interest Rate - 2.55% through June 1, 2026	96,954	97,305
	Deere John Cap Corp Med Term NTS	Corporate Bond, Interest Rate - 2.80% through March 4, 2021	102,031	102,038
	Disney Walt Co New MTN	Corporate Bond, Interest Rate - 2.30% through February 12, 2021	100,870	100,861
	Exxon Mobil	Corporate Bond, Interest Rate - 2.397% through March 6, 2022	100,523	100,826
	General Electric Cap Corp Medium	Corporate Bond, Interest Rate - 3.150% through September 7, 2022	103,738	103,862

See independent auditor's report.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	GlaxoSmithKline CAP	Corporate Bond, Interest Rate - 2.850% through May 8, 2022	\$ 102,170	\$ 102,280
	HSBC USA Inc.	Corporate Bond, Interest Rate - 2.350% through March 5, 2020	100,587	100,640
	Home Depot Inc. SR NT	Corporate Bond, Interest Rate - 2.70% through April 1, 2023	101,457	101,535
	Intel Corp	Corporate Bond, Interest Rate - 3.30% through October 1, 2021	104,565	104,698
	IBM Corp	Corporate Bond, Interest Rate - 1.875% through August 1, 2022	97,483	97,750
	Johnson & Johnson SR NT	Corporate Bond, Interest Rate - 2.450% through March 1, 2026	97,512	98,195
	Lilly Eli & Co SR NT	Corporate Bond, Interest Rate - 2.75% through June 1, 2025	99,893	99,807
	MasterCard Inc. NT	Corporate Bond, Interest Rate - 3.375% through April 1, 2024	104,296	104,390
	Merk & Co Inc.	Corporate Bond, Interest Rate - 5.00% through June 30, 2019	106,250	105,686
	Microsoft Corp	Corporate Bond, Interest Rate - 2.375% through May 1, 2023	99,593	99,906
	Novartis Capital Corp	Corporate Bond, Interest Rate - 3.40% through May 6, 2024	104,352	104,757
	Oracle Corp	Corporate Bond, Interest Rate - 5.00% through July 8, 2019	106,517	105,642
	Oracle Corp	Corporate Bond, Interest Rate - 3.40% through July 8, 2024	104,134	104,145
	PepsiCo Inc. Note	Corporate Bond, Interest Rate - 2.75% through March 5, 2022	102,213	102,532
	Pfizer Inc. NT	Corporate Bond, Interest Rate - 2.10% through May 15, 2019	100,899	100,867
	Philip Morris Intl Inc. SR NT	Corporate Bond, Interest Rate - 2.625% through March 6, 2023	99,680	99,972
	Philip Morris Intl Inc. SR NT	Corporate Bond, Interest Rate - 3.25% through November 10, 2024	101,805	101,931
	Praxair Inc. NT	Corporate Bond, Interest Rate - 2.45% through February 15, 2022	100,600	100,745

See independent auditor's report.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Procter & Gamble Co	Corporate Bond, Interest Rate - 3.10% through August 15, 2023	\$ 103,768	\$ 104,102
	Progressive Corp Ohio SR Note	Corporate Bond, Interest Rate - 3.75% through August 23, 2021	105,610	105,161
	QualComm Inc.	Corporate Bond, Interest Rate - 3.00% through May 20, 2022	205,106	205,930
	QualComm Inc.	Corporate Bond, Interest Rate - 3.45% through May 20, 2025	102,785	103,170
	Shell International Finance BV	Corporate Bond, Interest Rate - 2.25% through January 6, 2023	98,159	99,345
	Simon PPTY Group LP NT	Corporate Bond, Interest Rate - 4.375% through March 1, 2021	106,496	106,326
	Simon PPTY Group	Corporate Bond, Interest Rate - 2.75% through February 1, 2023	99,613	100,380
	Starbucks Corp	Corporate Bond, Interest Rate - 2.45% through June 15, 2026	96,446	96,138
	Target Corp	Corporate Bond, Interest Rate - 3.875% through July 15, 2020	105,657	105,275
	Target Corp SR Global NT	Corporate Bond, Interest Rate - 2.50% through April 15, 2026	94,880	95,774
	Total Cap International	Corporate Bond, Interest Rate - 2.70% through January 25, 2023	100,511	101,132
	Toyota Motor Credit Corp	Corporate Bond, Interest Rate - 2.75% through May 17, 2021	101,931	102,068
	US Bank National Association Cincinnati	Corporate Bond, Interest Rate - 2.80% through January 27, 2025	99,044	99,360
	United Parcel Service	Corporate Bond, Interest Rate - 2.45% through October 1, 2022	101,015	100,965
	Visa Inc. SR Global NT 25	Corporate Bond, Interest Rate - 3.150% through December 14, 2025	101,527	102,451
	Wal-Mart Stores Inc.	Corporate Bond, Interest Rate - 3.30% through April 22, 2024	104,416	104,882
	Wells Fargo & Co	Corporate Bond, Interest Rate - 2.60% through July 22, 2020	202,820	202,808
	Wells Fargo & Co New Medium	Corporate Bond, Interest Rate - 3.55% through September 29, 2025	101,670	102,481

See independent auditor's report.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 35-1814673

PLAN NUMBER: 014

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Westpac BKG Corp SR Global NT	Corporate Bond, Interest Rate - 2.10% through May 13, 2021	\$ 99,085	\$ 99,158
*	Berry Global Inc.	Common Stock	1,439,502	1,430,412
	Federated Prime Cash Obligation	Money Market Fund	124,287	124,287
	Federated Ultra Short Bond	Mutual Fund	961,098	961,098
	Principal Short Term Income	Mutual Fund	895,754	896,488
			<u>9,218,793</u>	<u>9,220,151</u>
	<u>Investments at Estimated Fair Value</u>			
*	Fifth Third Equity Index Commingled Fund	Common collective trust	<u>1,193,085</u>	<u>1,246,227</u>
	Investments at fair value per Form 5500		<u>\$ 10,411,878</u>	<u>\$ 10,466,378</u>

* Party-in-interest

See independent auditor's report.

**Berry Global, Inc. Pension Plan for
Brookville (PA) Union Employees
Attachment to the 2016 Form 5500 Schedule SB
For Plan Year 10-01-2016 to 09-30-2017
EIN/PN: 35-1814673/014**

Schedule SB, line 24 – Assumption Change

The assumed expenses were changed from \$18,333 to \$116,000 to reflect estimated expenses paid from the pension trust.