

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>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. DEFINED BENEFIT PENSION PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
		1c Effective date of plan	<u>07/01/1992</u>
2a Plan sponsor's name (employer, if for a single-employer plan)			
Mailing address (include room, apt., suite no. and street, or P.O. Box)			
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)			
<u>BERRY GLOBAL, INC.</u>			
<u>101 OAKLEY STREET</u>			
<u>EVANSVILLE, IN 47706</u>			
	2b Employer Identification Number (EIN)	<u>43-2107725</u>	
	2c Plan Sponsor's telephone number	<u>847-969-3300</u>	
	2d Business code (see instructions)	<u>325200</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	<u>Filed with authorized/valid electronic signature.</u>	<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

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

Form 5500 (2016)
v. 160205

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 3341
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	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 921 6a(2) 833 6b 1123 6c 1223 6d 3179 6e 140 6f 3319 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 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) ☒ <u>1</u> 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 A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL, INC.	D Employer Identification Number (EIN) 43-2107725

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	IP332	94	10/01/2016	09/30/2017

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	7422873
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	1138208

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier**6b****c** Premiums due but unpaid at the end of the year**6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year**7b**

8401419

c Additions: (1) Contributions deposited during the year**7c(1)**

(2) Dividends and credits.....

7c(2)

(3) Interest credited during the year.....

7c(3)

222561

(4) Transferred from separate account

7c(4)

(5) Other (specify below)

7c(5)

-420278

▶ MARKET VALUE ADJUSTMENT

(6) Total additions

7c(6)

-197717

d Total of balance and additions (add lines **7b** and **7c(6)**)**7d**

8203702

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

766622

(2) Administration charge made by carrier.....

7e(2)

14207

(3) Transferred to separate account

7e(3)

(4) Other (specify below)

7e(4)

(5) Total deductions

7e(5)

780829

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**).....**7f**

7422873

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 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. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</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>43-2107725</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>131247080</u>
b Actuarial value	2b <u>126269567</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>1154</u> <u>64821272</u> <u>64821272</u>
b For terminated vested participants.....	<u>1288</u> <u>34793941</u> <u>34793941</u>
c For active participants.....	<u>900</u> <u>24111201</u> <u>25991033</u>
d Total.....	<u>3342</u> <u>123726414</u> <u>125606246</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>6.08 %</u>
6 Target normal cost.....	6 <u>1350000</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	
Signature of actuary	<u>07/06/2018</u>
<u>THOMAS GRAHAM</u>	Date
Type or print name of actuary	<u>17-05864</u>
<u>CBIZ RETIREMENT PLAN SERVICES</u>	Most recent enrollment number
Firm name	<u>215-825-4022</u>
<u>1845 WALNUT STREET</u> <u>14TH FLOOR</u> <u>PHILADELPHIA, PA 19103</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2016
v. 160205

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>9.42</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		3685039
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>6.09</u> %		224419
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		3909458
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	100.52%
15	Adjusted funding target attainment percentage	15	100.52%
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	99.02%
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	
01/15/2017	546000	0	
04/13/2017	546000	0	
Totals ►		18(b)	1092000
		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 1065858
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	0			
22	Weighted average retirement age	22	63			
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute					
Part VI	Miscellaneous Items					
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No					
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27				
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years					
28	Unpaid minimum required contributions for all prior years	28	0			
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0			
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0			
Part VIII	Minimum Required Contribution For Current Year					
31	Target normal cost and excess assets (see instructions):					
a	Target normal cost (line 6)	31a	1350000			
b	Excess assets, if applicable, but not greater than line 31a	31b	663321			
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				
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	686679			
		Carryover balance	Prefunding balance			
35	Balances elected for use to offset funding requirement	0	0			
36	Additional cash requirement (line 34 minus line 35)	36	686679			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1065858			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	379179			
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0			
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0			
40	Unpaid minimum required contributions for all years	40	0			
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)					
41	If an election was made to use PRA 2010 funding relief for this plan:					
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years				
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011				
42	Amount of acceleration adjustment	42				
43	Excess installment acceleration amount to be carried over to future plan years	43				

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

A Name of plan BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL, INC.	D Employer Identification Number (EIN) 43-2107725

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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	122480	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?
25	NONE	115729	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HARDING, SHYMANSKI & CO.

35-1346211

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	15050	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)

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

(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?
13 52	CONTRACT ADMIN	14207	Yes ☒ No ☐	Yes ☒ No ☐	0	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?
25	NONE	6660	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
MASSACHUSETTS MUTUAL LIFE INSURANCE	52	0
(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.	
PRM CR VAL BAB/LS/BW/OFI INST 04-1590850	BASIS POINTS + PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INSURANCE	72	0
(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.	
PRM CR VAL BAB/LS/BW/OFI INST 04-1590850	BASIS POINTS + PLAN ASSETS	
(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 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="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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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. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</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>43-2107725</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 EQTY INDX COMMINGLED FD

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>42555536</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-A

b Name of sponsor of entity listed in (a): MASS MUTUAL LIFE INS CO

c EIN-PN <u>04-1590850-010</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1138208</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule D (Form 5500) 2016
v.160205

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL, INC.	D Employer Identification Number (EIN) 43-2107725	

Part I	Asset and Liability Statement
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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)	4625000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	273829	12041
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2761348	2647394
(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)	29249327	33205798
(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)	41447733	42555536
(10) Value of interest in pooled separate accounts	1c(10)	966236	1138208
(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)	23882546	26147743
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	8401419	7422873
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	20701585	26744465
(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	132309023	139874058

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	897444	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	897444	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	131411579	139874058
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1092000	
(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)		1092000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	222561	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	777598	
(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)		1000159
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	631992	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		631992
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	10666684	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	11052128	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-385444
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	4593463	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4593463

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		7107803
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		171972
(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)		2654396
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		16866341

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7118752	
(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)		7118752
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)	144190	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	129936	
(4) Other	2i(4)	1010984	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1285110
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8403862

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8462479
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 4078542. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 10/01/2016 and ending 09/30/2017

A Name of plan <u>BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</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>43-2107725</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): <u>31-1051736</u> <u>04-1590850</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>0</u>

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

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
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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: <u>64.9</u> % Investment-Grade Debt: <u>30.2</u> % High-Yield Debt: <u>0.0</u> % Real Estate: <u>2.6</u> % Other: <u>2.3</u> % 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
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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.
DEFINED BENEFIT PENSION PLAN***

Financial Report

September 30, 2017

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INDEPENDENT AUDITOR'S REPORT

401(k) Retirement Plans Committee
Berry Global, Inc. Defined Benefit Pension Plan

Report on Financial Statements

We were engaged to audit the accompanying statements of the Berry Global, Inc. Defined Benefit Pension Plan, 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 nine-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 nine-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, and Massachusetts Mutual Life Insurance Company, the Custodian of certain assets 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 and Custodian hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the Trustee and Custodian, as of September 30, 2017 and 2016, for the year ended September 30, 2017 and the nine-month period ended September 30, 2016, that the information provided to the Plan administrator by the Trustee and Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) and schedule of 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 these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee and Custodian, 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.

Wardig, Skymanski & Company, P.S.C.

Evansville, Indiana
July 11, 2018

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2017 and 2016

	2017	2016
ASSETS		
Investments at fair value	\$ 132,439,143	\$ 119,008,775
Investment at contract value	<u>6,860,073</u>	<u>7,418,341</u>
Total investments	<u>139,299,216</u>	<u>126,427,116</u>
Receivables:		
Employer contributions	0	4,625,000
Accrued income	<u>12,041</u>	<u>273,829</u>
Total receivables	<u>12,041</u>	<u>4,898,829</u>
Total assets	<u>139,311,257</u>	<u>131,325,945</u>
LIABILITIES		
Accrued expenses	<u>0</u>	<u>897,444</u>
Net assets available for benefits	<u>\$ 139,311,257</u>	<u>\$ 130,428,501</u>

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

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

	2017	Period Ended September 30, 2016
Additions		
Investment income:		
Net appreciation in fair value of investments	\$ 14,562,467	\$ 9,190,088
Interest and dividends	<u>1,632,151</u>	<u>1,312,052</u>
	16,194,618	10,502,140
 Contributions:		
Employer	<u>1,092,000</u>	<u>5,705,000</u>
 Total additions	<u>17,286,618</u>	<u>16,207,140</u>
 Deductions		
Benefits paid to participants	7,118,752	5,072,679
Administrative expenses	<u>1,285,110</u>	<u>1,136,133</u>
 Total deductions	<u>8,403,862</u>	<u>6,208,812</u>
 Net increase	8,882,756	9,998,328
 Net assets available for benefits:		
Beginning of year	<u>130,428,501</u>	<u>120,430,173</u>
 End of year	<u><u>\$ 139,311,257</u></u>	<u><u>\$ 130,428,501</u></u>

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

September 30, 2016

Actuarial present value of vested benefits

Vested benefits:

Participants and beneficiaries currently receiving payments

\$ 58,981,795

Other participants

50,270,080

Total actuarial present value of accumulated Plan benefits

\$ 109,251,875

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

For the Nine-Month Period Ended September 30, 2016

Actuarial present value of accumulated Plan benefits at beginning of period	<u>\$ 109,959,245</u>
Increase (decrease) during the period attributable to:	
Change in actuarial assumptions	(2,225,043)
Interest accumulation	5,841,120
Benefits paid	(5,072,679)
Benefits accumulation	<u>749,232</u>
Net decrease	<u>(707,370)</u>
Actuarial present value of accumulated Plan benefits at end of period	<u><u>\$ 109,251,875</u></u>

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 1 – Plan Description

The following description of the Berry Global, Inc. (Company) Defined Benefit Pension Plan (Plan) provides only general information. The Plan was formerly named Berry Plastics Corporation Defined Benefit Pension Plan and effective April 14, 2017, the Plan name changed to the aforementioned Berry Global, Inc. Defined Benefit Pension Plan. 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 covering certain employees of the Company who have completed one year of service excluding those covered under a collective bargaining agreement, unless the terms of the agreement provide for participation. Effective December 31, 2007, the Plan was frozen for all employees. Participants will not accrue any additional retirement benefits under the Plan after that date but they will remain entitled to all benefits which have accrued under the Plan as of December 31, 2007. Participants will continue to earn service credit in order to satisfy any vesting or eligibility for early retirement requirements.

Effective December 31, 2008, the Pliant Corporation Hourly Employees' Pension Plan for the Calhoun, Georgia Plant (Calhoun Plan) merged with the Plan. The Calhoun Plan covered certain employees who were represented by a collective bargaining representative with whom the employer had a contract providing for pensions under the Plan in effect. Effective December 31, 2008, the Calhoun Plan was frozen with respect to all participants.

Effective December 31, 2011, the Company merged the Pliant Corporation Hourly Employee's Pension Plan for the Chippewa Falls Plant (Chippewa Falls Plan), the Captive Plastics, Inc. Defined Benefit Pension Plan (Captive Plan), and the Poly-Seal Retirement Plan (Poly-Seal Plan) with the Plan. All merged plans were frozen with respect to all participants on various dates prior to the merger.

Effective December 31, 2012, the Company merged the Georgia Union Pension Plan (Georgia Plan) with the Plan. The Georgia Plan was frozen effective December 31, 2011 with respect to all participants.

Effective April 5, 2016, the Plan year-end changed from December 31 to September 30, and; therefore, the September 30, 2016 period-end comprises of nine months.

Effective April 14, 2017, the Berry Plastics Corporation Defined Benefit Plan changed its name to Berry Global, Inc. Defined Benefit Pension Plan.

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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 1 – Plan Description (Continued)

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. The Plan incorporates a number of sub-plans covering participants at various locations. Participants are eligible for monthly pension benefits payments at retirement age; normally 65, equal to an amount, as defined, based on the accrued benefit formula as of the date of the Plan freeze. Employees may elect to receive their pension benefits in the form of a life or joint and survivor annuity, level life income, or lump-sum. Whenever the employment of a participant terminates for reasons other than early retirement, normal retirement, death, 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. The Plan permits early retirement at a reduced benefit when a participant attains at least age 50 and their combined age plus years of service equals or exceeds 80. If an eligible employee terminates before five years of service is rendered or before age 65, notwithstanding early retirement, the employee is not entitled to any pension benefits from the Plan. Participants should refer to the Plan agreement for a complete description of the benefit payment options available.

Supplemental Benefit

Certain locations provide for supplemental pension benefit to assist employees in paying premiums for medical insurance. Participants should refer to the Plan agreement for a complete description of the benefit.

Death and Disability Benefits

A participant whose employment with all participating and affiliated companies is severed due to a participant's total and permanent disability prior to the earlier of when the participant attains age 65 or ceases to be disabled, shall continue to earn service credits in order to satisfy any vesting requirements and be entitled to receive retirement benefit under the Plan agreement.

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

Basis of Accounting

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

Investments held by a defined benefit plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined benefit plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 2 – Significant Accounting Policies

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; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract 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, Trustee, and Custodian. 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.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on affiliated companies' plan formula, which includes years of credited service, compensation and other relevant factors as of the date of the Plan freeze. 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 independent actuary from CBIZ Benefits & Insurance Services, 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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 2 – Significant Accounting Policies (Continued)

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

Life Expectancy of Participants	IRS 2016 Static Mortality Table used for the period and year ended October 1, 2016 and January 1, 2016, respectively
Retirement Age Assumptions	Age 65 for the period ended October 1, 2016 and 63 for the year ended January 1, 2016
Investment Return	6.08% for the period ended October, 1 2016 and 6.09% for the year ended January 1, 2016
Assumed Asset Valuation Method	Three-year averaging of market value for the period ended October 1, 2016 and two-year averaging of gains and losses and market value for the year ended January 1, 2016
Assumed Average Rates of Return	6% for period and year ended October 1, 2016 and January 1, 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 valuations been completed as of September 30, there would be no material differences.

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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 2 – Significant Accounting Policies (Continued)

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.

During the year ended September 30, 2017 and period ended September 30, 2016, the Company made contributions to the Plan of \$1,092,000 and \$5,705,000, respectively. The Company's contributions for 2017 and 2016 met the minimum funding requirements of ERISA.

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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 4 – Plan Termination (Continued)

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

- 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 of, at that time, 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. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 5 – Summary of Financial Data Certified by the Trustee and Custodian

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 nine-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 Custodian and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee and Custodian 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>Net Assets Available for Benefits Held by Trustee and Custodian</u>	<u>2017</u>	<u>2016</u>
Investments at fair value	\$ 132,439,143	\$ 119,008,775
Investment at contract value	6,860,073	7,418,341
Accrued income	12,041	273,829
	<u>\$ 139,311,257</u>	<u>\$ 126,700,945</u>
<u>Statement of Changes in Net Assets Available for Benefits</u>	<u>2017</u>	<u>2016</u>
Investment income		
Net appreciation in fair value of investments	\$ 14,562,467	\$ 9,190,088
Interest and dividends	1,632,151	1,312,052
	<u>\$ 16,194,618</u>	<u>\$ 10,502,140</u>

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 6 – Fair Value Measurements

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

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	<p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the asset or liability;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>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.</p>
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 methodologies used for assets measured at fair value. There have been no changes in the methodologies used for the year ended September 30, 2017, and the nine-month period ended September 30, 2016.

Common stock: 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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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.

Pooled separate account: Primarily valued at NAV per share based on quoted market prices of underlying investments. The NAV is used as a practical expedient to estimate fair value.

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:

Assets at Fair Value as of September 30, 2017				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 28,795,133	\$ 0	\$ 0	\$ 28,795,133
Berry Global, Inc. common stock	26,744,465	0	0	26,744,465
Corporate bonds	33,205,801	0	0	33,205,801
Total assets in the fair value hierarchy	<u>\$ 88,745,399</u>	<u>\$ 0</u>	<u>\$ 0</u>	88,745,399
Investments measured at NAV ^(a)				43,693,744
Investments at fair value				<u>\$ 132,439,143</u>
Assets at Fair Value as of September 30, 2016				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 26,643,893	\$ 0	\$ 0	\$ 26,643,893
Berry Global, Inc. common stock	20,701,585	0	0	20,701,585
Corporate bonds	29,249,328	0	0	29,249,328
Total assets in the fair value hierarchy	<u>\$ 76,594,806</u>	<u>\$ 0</u>	<u>\$ 0</u>	76,594,806
Investments measured at NAV ^(a)				42,413,969
Investments at fair value				<u>\$ 119,008,775</u>

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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 Period</u>
Common collective trust	\$ 42,555,536	\$ 41,447,733	Daily	None
Pooled separate account ^(a)	<u>1,138,208</u>	<u>966,236</u>	Daily	None
	<u><u>\$ 43,693,744</u></u>	<u><u>\$ 42,413,969</u></u>		

- (a) This category invests primarily in a portfolio of common stock investments. 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 7 – Fully-Benefit Responsive Investment Contract

The Plan has entered into one fully benefit-responsive traditional guaranteed investment contract with Massachusetts Mutual Life Insurance Company (Mass Mutual). Mass Mutual maintains the contributions in one general account. The account is credited with earnings on the underlying investments and charged for withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer but may not be less than four percent. The crediting rate is reviewed on a quarterly basis for resetting. The contract cannot be terminated before the scheduled maturity date.

The Plan's ability to receive amounts due in accordance with fully benefit-responsive investment contracts is dependent on the third-party issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 7 – Fully-Benefit Responsive Investment Contract (Continued)

Certain events might limit the ability of the Plan to transact at contract value with the contract issuer. These events may be different under each contract. Examples of such events include the following:

1. The failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction under ERISA;
2. Premature termination of the contracts;
3. Amendments to the Plan documents (including complete or partial Plan termination or merger with another plan);
4. Changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions;
5. Bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spinoffs of a subsidiary) that cause a significant withdrawal from the Plan.

No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the Plan to transact at contract value with the participants.

In addition, certain events allow the issuer to terminate the contracts with the Plan and settle at an amount different from contract value. Those events may be different under each contract. Examples of such events include the following:

1. An uncured violation of the Plan's investment guidelines;
2. A breach of material obligation under the contract;
3. A material misrepresentation;
4. A material amendment to the agreements without the consent of the issuer.

Note 8 – Interest in Berry Global Master Trust

Certain Plan investments are in the Berry Global 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 Master 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 approximately 49 and 46 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. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 8 – 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 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>\$ 131,300,937</u>	<u>\$ 118,042,539</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. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 8 – 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 for the 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><u>\$ 268,849,533</u></u>	<u><u>\$ 256,516,819</u></u>

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and 2016

Note 8 – 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 September 30, 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 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 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>
Investments 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. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and September 30, 2016

Note 8 – 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 trust fund ^(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 9 – Related Party Transactions and Party-in-Interest Transactions

Certain Plan investments are shares of Company common stock, a common collective trust managed by Fifth Third Bank, a pooled separate account and guaranteed investment contract managed by Mass Mutual. Fifth Third Bank is the Trustee and Mass Mutual is the Custodian of certain assets as defined by the Plan and; therefore, generate transactions that qualify as party-in-interest transactions. Fees paid by the Plan for the Trustee's and Custodian's services for the year ended September 30, 2017, and for the nine-month period ended September 30, 2016 amounted to \$129,936 and \$99,746, respectively. Fees paid to the actuary and other service providers, which are also considered party-in-interest transactions for the year ended September 30, 2017, and for the nine-month period ended September 30, 2016 amounted to \$144,190 and \$129,880, respectively.

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and September 30, 2016

Note 10 – Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated March 9, 2017 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 jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 11 – 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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2017 and September 30, 2016

Note 12 – Reconciliation of Financial Statement to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of the year ended September 30, 2017 and the nine-month period ended September 30, 2016:

	<u>2017</u>	<u>2016</u>
Net assets available for benefits per the financial statements	\$ 139,311,257	\$ 130,428,501
Differences in:		
Guaranteed investment contract for which fair value is measured at NAV using the practical expedient	562,800	983,078
Receivables - other	<u>273,830</u>	<u>0</u>
Net assets available for benefits per Form 5500	<u>\$ 140,147,887</u>	<u>\$ 131,411,579</u>

The following is a reconciliation of the net increase to net assets available for benefits per the financial statements for the year ended September 30, 2017 and the nine-month period ended September 30, 2016 to Form 5500:

	<u>2017</u>	<u>2016</u>
Net increase in net assets available for benefit per the financial statements	\$ 8,882,756	\$ 9,998,328
Differences in:		
Guaranteed investment contract for which fair value is measured at NAV using the practical expedient in current year	562,800	983,078
Guaranteed investment contract for which fair value is measured at NAV using the practical expedient in prior year	(983,078)	(758,178)
Contributions - other	<u>273,830</u>	<u>0</u>
Net increase in net assets available for benefit per the Form 5500	<u>\$ 8,736,308</u>	<u>\$ 10,223,228</u>

Note 13 – Plan Amendment

Effective April 14, 2017, the name of the Plan was changed from Berry Plastics Corporation Defined Benefit Pension Plan to Berry Global, Inc. Defined Benefit Pension Plan.

- - SUPPLEMENTAL SCHEDULES - - -

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: PLIANT, LLC

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

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				
	Anheuser Busch InBev Worldwide	Corporate Bond, 5.375%, through January 15, 2020	\$ 877,052	\$ 871,617
	Apple Inc SR GLBL NT	Corporate Bond, 2.85%, through May 6, 2021	832,818	832,340
	Apple Inc SR GLBL NT	Corporate Bond, 3.45%, through May 6, 2024	842,635	849,350
	Archer Daniels Midland Co	Corporate Bond, 4.479%, through March 1, 2021	875,626	864,562
	Automatic Data Processing Inc	Corporate Bond, 3.375%, through September 15, 2025	841,801	838,885
	Bank New York Inc MTN	Corporate Bond, 2.1%, through January 15, 2019	813,588	813,191
	Berkshire Hathaway Fin Corp SR	Corporate Bond, 2.9%, through October 15, 2020	835,969	833,822
	Berkshire Hathaway Inc DEL SR NT	Corporate Bond, 3.0%, through February 11, 2023	829,942	833,628
	Chevron Corp	Corporate Bond, 3.191%, through June 24, 2023	838,334	841,371
	Cisco Sys Inc	Corporate Bond, 4.95%, through February 15, 2019	852,209	846,191
	Coca Cola Co	Corporate Bond, 3.15%, through November 15, 2020	841,598	842,165
	Dupont EI Nemour	Corporate Bond, 3.625%, through January 15, 2021	847,900	848,621
	Ebay Inc DR GLBL NT	Corporate Bond, 2.875%, through August 1, 2021	819,250	821,057
	Emerson Electric Co	Corporate Bond, 5.25%, through October 15, 2018	845,737	839,670
	Intel Corp	Corporate Bond, 3.3%, through October 1, 2021	846,977	848,054
	International Business Machs	Corporate Bond, 3.625%, through February 12, 2024	846,669	849,933
	John Deere Cap Corp MTN	Corporate Bond, 2.375%, through July 14, 2020	819,720	817,160
	Johnson & Johnson SR NT	Corporate Bond, 2.45%, through March 1, 2026	789,847	795,380

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: PLIANT, LLC

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

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
	Investments at Fair Value			
	Kimberly Clark Corp SR NT	Corporate Bond, 2.4%, through March 1, 2022	\$ 808,380	\$ 814,658
	Mastercard Inc NT	Corporate Bond, 3.375%, through April 1, 2024	844,798	845,559
	Medtronic Inc	Corporate Bond, 4.45%, through March 15, 2020	862,124	857,879
	Merck & Co Inc	Corporate Bond, 5.0%, through June 30, 2019	860,625	856,057
	Microsoft Corp	Corporate Bond, 3.0%, through October 1, 2020	839,573	839,727
	Occidental Petroleum Cor	Corporate Bond, 3.125%, through February 15, 2022	831,773	833,757
	Oracle Corp	Corporate Bond, 2.5%, through October 15, 2022	814,366	815,945
	Oracle Corp SR NT	Corporate Bond, 2.4%, through September 15, 2023	799,486	805,415
	Philip Morris Intl Inc	Corporate Bond, 5.65%, through May 16, 2018	837,864	830,566
	Philip Morris Intl Inc	Corporate Bond, 2.75%, through February 25, 2026	790,973	791,516
	Praxair Inc	Corporate Bond, 4.5%, through August 15, 2019	653,796	650,027
	Qualcomm Inc	Corporate Bond, 3.45%, through May 20, 2025	832,559	835,677
	Simon PPTY Group	Corporate Bond, 2.75%, through February 1, 2023	806,865	813,078
	State Street Corp	Corporate Bond, 3.7%, through November 20, 2023	857,093	864,626
	Target Corp SR NT	Corporate Bond, 3.5%, through July 1, 2024	838,974	847,414
	Total Capital GTD NT	Corporate Bond, 2.875%, through February 17, 2022	825,155	827,302
	United Technologies Corp	Corporate Bond, 3.1%, through June 1, 2022	838,407	830,631
	US Bancorp MTN	Corporate Bond, 1.95%, through November 15, 2018	814,163	813,353

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: PLIANT, LLC

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

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
Investments at Fair Value				
	Visa INC SR GLBL NT 25	Corporate Bond, 3.15%, through December 14, 2025	\$ 822,369	\$ 829,853
	Wells Fargo & Co	Corporate Bond, 3.3%, through September 9, 2024	873,140	823,341
	Westpac BKG Corp SR GLBL NT	Corporate Bond, 2.8%, through January 11, 2022	821,769	822,442
	Wells Fargo & Co MTN	Corporate Bond, 4.6%, through April 1, 2021	821,599	869,981
*	Berry Global Group, Inc	Common Stock	26,914,421	26,744,465
	Federated Government Obligations Premier	Mutual fund	2,761,348	2,647,394
	Federated Ultra Short BD-INS	Mutual fund	1,430,464	1,430,464
	Ishares Barclays Tips Bond Fund	Mutual fund	1,052,063	1,053,455
	Ishares High Yield Corporate Bnd Fnd	Mutual fund	1,994,520	2,002,869
	Powershares Emrg Mkt Sovrn Debt	Mutual fund	1,249,536	1,270,881
	Vanguard Developed Markets Index Fund Admiral Shares	Mutual fund	3,747,631	3,936,991
	Vanguard MidCap Index Fund-I	Mutual fund	5,661,433	5,835,537
	Vanguard FTSE Emerging Markets	Mutual fund	3,126,761	3,336,591
	Vanguard REIT ETF	Mutual fund	2,909,721	2,904,826
	Vanguard Short-Term Bond Index	Mutual fund	1,403,567	1,403,567
	Vanguard SmallCap Index FD ADM	Mutual fund	2,853,568	2,972,558
			88,298,556	88,745,399
Investments at Estimated Fair Value				
*	Fifth Third Equity Index Commingled Fund Class A	Common collective trust	40,740,843	42,555,536
*	Mass Mutual Pooled Separate Accounts	Pooled separate account	1,097,841	1,138,208
			41,838,684	43,693,744
Investments at Contract Value				
*	Mass Mutual Guaranteed Investment Contract	Guaranteed Investment Contract	**	6,860,073
	Investments at fair value per Form 5500			<u>\$ 139,299,216</u>

* Party-in-interest

** Cost basis information is not available.

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: PLIANT, LLC

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

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
<i>Series of transactions in excess of five percent of Plan assets</i>							
Issuer	Federated Government Obligations Premiere	\$ 6,405,326	\$ 0	\$ 0	\$ 6,405,326	\$ 6,405,326	\$ 0
Issuer	Federated Government Obligations Premiere	0	3,757,932	0	3,757,932	3,757,932	0

See independent auditor's report.

Berry Global, Inc. Defined Benefit Pension Plan

EIN: 43-2107725 Plan: 001

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	4	2	0	0	0	0	0	0	6
30-34	0	3	7	4	0	0	0	0	0	0	14
35-39	0	2	27	37	1	0	0	0	0	0	67
40-44	1	2	24	51	25	1	0	0	0	0	104
45-49	0	0	19	31	35	24	9	1	0	0	119
50-54	0	2	29	48	36	45	28	6	0	0	194
55-59	0	1	32	41	37	41	22	39	8	0	221
60-64	0	1	8	23	22	23	19	22	21	2	141
65-69	0	0	1	10	3	4	1	6	4	0	29
70 & Over	0	0	2	2	0	0	0	0	0	1	5
Total	1	11	153	249	159	138	79	74	33	3	900

Average Age:
52.51

Average Service:
17.48

of Males:
732

of Females:
168

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Statement of Actuarial Assumptions/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	6.08% 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	4.08% per year, compounded annually.

Compensation Increase None. Plan benefits are frozen.

Mortality IRS 2016 Static Mortality Table.

Retirement Age Retirements are assumed to occur at age 65.

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

Age	Table T-4 Rate
25	5.3%
40	4.2%
55	0.9%

Disability None

Expenses The normal cost is increased by the administrative expenses expected to be paid from the trust during the year. For the plan year beginning October 1, 2016 this amount is \$1,350,000.

Marital Status 65% of employees are assumed to be married. Wives are assumed to be four years younger than their husbands.

Form of Payment 100% of participants are assumed to elect a single life annuity.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

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

Actuarial Cost Method

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 discount 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.

Asset Valuation Method

The actuarial assets are determined by a three-point averaging method, averaging the following adjusted asset values:

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.

Discounted contributions made after the valuation date are included in all adjusted asset figures. The assumed rate of return is 6.0%, 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.

The asset valuation method described above is likely to produce actuarial asset values that are consistently less than the market value of assets in cases where the assumed rate of return exceeds the third segment rate under IRC Section 430(h)(2)(C)(iii).

Changes since the Prior Valuation

The segment rate changes for maximum funding are as follows: from 1.41% to 1.52% for the first five years, from 3.96% to 3.78% for the next 15 years and from 4.97% to 4.76% for all years thereafter.

Plan administrative expenses are assumed to be \$1,350,000, compared to \$453,750 for the prior valuation.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

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

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, 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, 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, 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.

Inflation (CPI)

The assumed rate of inflation incorporated into these measurements is based on recent Consumer Price Index data, as well as a review of national price trends.

Social Security Wage Base

The assumed rate of increase to the Social Security Wage Base into these measurements is based on recent government wage and inflation data, as well as a review of national wage and inflation trends.

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 current marital status, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

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

Rationale for Selection of Significant Actuarial Assumptions

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 benefit elections, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

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. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: PLIANT, LLC

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

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
<i>Series of transactions in excess of five percent of Plan assets</i>							
Issuer	Federated Government Obligations Premiere	\$ 6,405,326	\$ 0	\$ 0	\$ 6,405,326	\$ 6,405,326	\$ 0
Issuer	Federated Government Obligations Premiere	0	3,757,932	0	3,757,932	3,757,932	0

See independent auditor's report.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 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. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF PLIANT, LLC	D Employer Identification Number (EIN) 43-2107725	
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.....				131,247,080
b Actuarial value.....				126,269,567
3 Funding target/participant count breakdown				
	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target	
a For retired participants and beneficiaries receiving payment.....	1,154	64,821,272	64,821,272	
b For terminated vested participants.....	1,288	34,793,941	34,793,941	
c For active participants.....	900	24,111,201	25,991,033	
d Total.....	3,342	123,726,414	125,606,246	
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.....				6.08%
6 Target normal cost.....				1,350,000

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	<u>07/06/2018</u> Date 1705864 Most recent enrollment number 215-825-4022 Telephone number (including area code)
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		

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	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>9.42%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		3,685,039
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>6.09%</u>		224,419
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.....		3,909,458
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	100.52%
15 Adjusted funding target attainment percentage.....	15	100.52%
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	99.02%
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
01/15/2017	546,000	0			
04/13/2017	546,000	0			
Totals ▶			18(b)	1,092,000	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	1,065,858

20 Quarterly contributions and liquidity shortfalls:

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1,350,000	
b Excess assets, if applicable, but not greater than line 31a	31b	663,321	
32 Amortization installments:			
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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....	34	686,679	
	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	686,679	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1,065,858	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	379,179	
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		

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, line 19 - Discounted Employer Contributions

<u>Date of Contribution</u>	<u>Amount of Contribution</u>	<u>Applicable Plan Year</u>	<u>Effective Interest Rate</u>	<u>Rate for Late Quarterly Installments*</u>	<u>Interest-Adjusted Contribution</u>
1/15/2017	\$ 546,000	2016	6.08%	N/A	\$ 536,721
4/13/2017	546,000	2016	6.08%	N/A	529,137
Total	<u>\$ 1,092,000</u>				<u>\$ 1,065,858</u>

* This rate was used to discount the portion of the contribution attributable to late quarterly installments from the date of the contribution to the due date of the quarterly installment.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, line 24 - Change in Assumptions

Plan administrative expenses are assumed to be \$1,350,000, compared to \$453,750 for the prior valuation. The methodology used to determine expenses was changed from 1/2% of assets rounded to the next \$5,000 to the expected administrative expenses to be paid from the trust during the year.

Berry Global, Inc. Defined Benefit Pension Plan

EIN: 43-2107725 Plan: 001

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
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40-44	1	2	24	51	25	1	0	0	0	0	104
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Total	1	11	153	249	159	138	79	74	33	3	900

Average Age:
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of Males:
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Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

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

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Compensation Increase None. Plan benefits are frozen.

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

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55	0.9%

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Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

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

Actuarial Cost Method

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 discount 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.

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Discounted contributions made after the valuation date are included in all adjusted asset figures. The assumed rate of return is 6.0%, 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.

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Changes since the Prior Valuation

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Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

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

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, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

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Inflation (CPI)

The assumed rate of inflation incorporated into these measurements is based on recent Consumer Price Index data, as well as a review of national price trends.

Social Security Wage Base

The assumed rate of increase to the Social Security Wage Base into these measurements is based on recent government wage and inflation data, as well as a review of national wage and inflation trends.

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 current marital status, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

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

Rationale for Selection of Significant Actuarial Assumptions

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 benefit elections, the actuary's experience with plans of a similar size, plan design, workforce composition, and discussions with the Plan Sponsor.

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. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions

Original Effective Date 7/1/1992

Plan Year January 1 through December 31

Employer ID No. 43-2107725

Plan Number 001

Eligibility

Employees of Pliant Corporation and Pliant Solutions Corporation, excluding those covered under a collective bargaining agreement unless the terms of the agreement provide for participation, and certain nonresident aliens. Nonunion employees hired on or after January 1, 2003 and Deerfield Union Employees hired on or after October 20, 2006 are not eligible to participate in the plan.

As of December 31, 2008, employees covered by a collective bargaining agreement with the Calhoun Georgia Plan are Participants in this Plan.

Effective December 31, 2007, accrued benefits are frozen for participants subject to the Deerfield collective bargaining agreement. Effective December 31, 2008, all accrued benefits and entry into the plan are frozen.

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.

Normal Retirement Date

The first of the month coinciding with or next following age 65 with 5 years of service.

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

1/12th of 1.6% of average earnings multiplied by pension service, less 50% Social Security benefit prorated for less than 33.3 years of pension service. Plus \$81 per month for lifetime of the participant and \$81 per month during the lifetime of the participant's spouse. Special provisions apply to former Deerfield, CT Films and Blessings employees.

Calhoun: Benefit per month for each year of service, for retirements and terminations:

	Benefit per month for each year of service
10/15/2001 - 10/6/2002	\$23.00
10/7/2002 - 10/12/2003	\$24.00
10/13/2003 - 4/30/2006	\$24.00
5/1/2006 - 12/31/2008	\$26.50

Effective December 31, 2008, all accrued benefits are frozen with no further accruals.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event, he will receive, at actual retirement, frozen accrued benefit as of normal retirement date adjusted for delayed retirement.

Average Compensation

The average of the highest three consecutive plan years out of the final 10 years.

Accrued Benefit

Benefit earned as of date of freeze (or as of date of prior termination of employment) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 50 and the sum of age and vesting service equals 80 or more. Frozen month accrued benefit actuarially reduced for payment before age 62.

Calhoun: Retirement before NRD and on or after attaining age 55 and completing ten years of vesting service. Reduced 4.8% for each year of payment before age 62. Benefits are unreduced if continuous service at retirement equals or exceeds 37 years.

Disability Retirement Benefit

A participant who becomes totally and permanently disabled before his Normal Retirement Date will receive, upon cessation of Long Term Disability, a benefit computed in the same manner as Early Retirement Benefits, but with service added from date of disability to the date benefits commence.

Death Benefit

In the event of an active married participant's death on or before the earliest retirement age, the surviving spouse shall receive a benefit based on the participant's vested accrued benefit as of the date of death, but payable as if the participant had separated from service on the date of death, survived to the earliest retirement age, elected and Joint & 50% Survivor Annuity, and died on the day after the earliest retirement age.

In the event of an active married participant's death after the attainment of age 55 and the completion of ten years of Credited Service, but prior to Normal Retirement Date, it will be assumed the participant had retired on the day prior to death and elected a Joint & 50% Survivor Annuity.

If death occurs after normal retirement but before benefits commence, the surviving spouse or other designated beneficiary is entitled to the full value of the accrued benefit determined as of the date of death.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)

Severance Benefit

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

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

Normal Form of Payment

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

Calhoun: The Normal Form of Payment is payable as a five-year certain and life form or income.

Optional Methods of Settlement

All Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment. The options for Pliant participants are:

- (1) A reduced benefit to be paid during the participant's lifetime with 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 60, 120, 180 or 240 months certain and thereafter for life.
- (3) A lump sum benefit if the value is less than \$15,000.

The options for Calhoun participants are:

- (1) A reduced benefit to be paid during the participant's lifetime with 50%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 120, 180, or 240 months certain and thereafter for life.
- (3) A lump sum benefit if the value is less than \$15,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the RP2000 table (male and female rates) and an 8.00% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CHIPPEWA FALLS PLANT

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

General Information - For the Former Participants of The Pliant Corp. Hourly Employees for the Chippewa Falls Plant

Original Effective Date	8/1/1961
Plan Year	January 1 through December 31
Employer ID No.	43-2107725
Plan Number	001

Eligibility

Employees covered under the collective bargaining agreement between Pliant Corporation and the United Steelworkers of America, Local Union Number 460.

Effective December 31, 2008, all accrued benefits and entry into the plan are frozen.

Service

Years and fractional years of service from date of hire.

Normal Retirement Date

Normal Retirement Date is first of the month coinciding with or next following age 65 with 5 years of service.

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

\$29.25 per month for each year of service, for retirements and terminations on or after January 1, 2003 but before January 1, 2004; \$31.25 per month for each year of service, for retirements and terminations on or after January 1, 2004 but before January 1, 2005; \$33.25 per month for each year of service, for retirements and terminations on or after January 1, 2005 but before January 1, 2006; and \$35.25 per month for each year of service, for retirements and terminations on or after January 1, 2006 up to date of freeze.

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event, he will receive, at actual retirement, frozen monthly accrued benefit as of normal retirement date with no actuarial adjustment from NRD to postponed retirement date provided notice was given to participant.

Average Compensation

N/A

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CHIPPEWA FALLS PLANT

Accrued Benefit

Benefit earned as of date of freeze (or earlier date of termination) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 50 and completing ten years of vesting service. Actuarially reduced for payment at least age 55, by 4.8% for year of payment prior to NRD.

Disability Retirement Benefit

N/A

Death Benefit

Frozen monthly accrued benefit equal to 50% of such benefit after it is reduced for the 50% joint and survivor election and reduced for payment as early as the participants early retirement age. Payable immediately if participant was at least age 55 at date of death.

Severance Benefit

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

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

Normal Form of Payment

The Normal Form of Payment is paid as a five-year certain annuity, if the participant has no spouse as of the date of payments begin, or if the participant so elects (with spouse's consent). Otherwise, benefits are paid in the form of an actuarially equivalent joint and 50% survivor annuity.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CHIPPEWA FALLS PLANT

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 120, 180 or 240 months certain and thereafter for life or a life annuity.
- (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 UP84 Unisex Table and a 7.50% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CAPTIVE PLASTICS

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

General Information - For the Former Participants of The Captive Plastics, Inc. Defined Benefit

Original Effective Date	2/1/1974
Plan Year	January 1 through December 31
Employer ID No.	43-2107725
Plan Number	001

Eligibility

Employees of Captive Plastics, Inc. enter on January 1 nearest to attainment of age 21 and completion of one year of service.

Accruals and participation frozen effective September 1, 2003.

Service

Normal Retirement Date

Normal Retirement Date is first of the month coinciding with or next following age 65 with 5 years of service.

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

Accrued benefit as of December 31, 1997 plus: 1.15% of a participant's annual compensation not in excess of \$20,000 plus 0.6% of annual compensation in excess of \$20,000 for each year beginning January 1, 1998 and ending on date of freeze, September 1, 2003.

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event, he will receive, at actual retirement, frozen monthly accrued benefit as of normal retirement date adjusted from NRD to postponed retirement date.

Average Compensation

N/A

Accrued Benefit

Benefit earned as of date of freeze (or earlier date of termination) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CAPTIVE PLASTICS

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 55 and completing ten years of vesting service. Actuarially reduced for payment before age 65. Reduction factors are as follows: 55 up to 60, 1/30th per year and 60 up to 65, 1/15th per year.

Disability Retirement Benefit

N/A

Death Benefit

50% of the frozen monthly accrued benefit after it is reduced for the Joint and 50% Survivor election and reduced for payment as early as date of eligibility for early retirement. No reduction if the participant was at least age 55 at date of death.

Severance Benefit

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

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

Normal Form of Payment

The Normal Form of Payment is paid as a life annuity for single participants and actuarial equivalent of Joint & 50% Survivor for married participants.

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with 66 2/3%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 60, 120, 180 or 240 months certain and thereafter for life or a life annuity
- (3) A lump sum benefit if the value is greater than \$5,000 but less than \$15,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the UP84 Unisex Table and a 6.00% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
POLY-SEAL

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

General Information - For the Former Participants of The Captive Plastics, Inc. Defined Benefit

Original Effective Date	7/1/1979
Plan Year	January 1 through December 31
Employer ID No.	43-2107725
Plan Number	001

Eligibility

Must be a member of United Steelworkers of America Local 6972. Enter plan on first day of eligible employment.

Participant frozen effective June 5, 2009.

Service

Twelve-month period during which employee is a Union employee during entire period. Measuring period: plan year, except employment year used for benefit purposes. For benefit accrual purposes, if one hour of service is worked in twelfth month of employment year, then treated as employed during the entire year.

Normal Retirement Date

Normal Retirement Date is first of the month coinciding with or next following age 65 with 5 years of vesting service.

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

Effective April 22, 2006, \$17.50 multiplied by all Years of Benefit Service. Effective April 21, 2007, this increased to \$18.00. Effective April 19, 2009, this increased to \$18.50. No further accruals after date of freeze.

Delayed Retirement

Frozen monthly benefit commences at Normal Retirement Date while employed

Average Compensation

N/A

Accrued Benefit

Benefit earned as of date of freeze (or earlier date of termination) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
POLY-SEAL

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 60 and completing ten years of vesting service. Actuarially reduced for payment before age 65, reduced by 1/2% for each month that benefits commence early.

Disability Retirement Benefit

N/A

Death Benefit

50% of the frozen monthly accrued benefit after it is reduced for the Joint and 50% Survivor election and reduced for payment as early as date of eligibility (no earlier than age 60).

Severance Benefit

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

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

Normal Form of Payment

The Normal Form of Payment is paid as a life annuity for single participants and actuarial equivalent of Joint & 50% Survivor for married participants.

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with 66 2/3%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 60, 120, 180 or 240 months certain and thereafter for life or a life annuity
- (3) A lump sum benefit if the value is greater than \$5,000 but less than \$15,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the UP84 Unisex Table and a 6.00% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
GEORGIA UNION

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

General Information - For the Former Participants of The Georgia Union Pension Plan

Original Effective Date	10/3/1983
Plan Year	January 1 through December 31
Employer ID No.	43-2107725
Plan Number	001

Eligibility

Must be a member of UAW Local 6519, Columbus, Georgia. Enter plan on first day of month following date of hire or becoming Union member. Anybody who is not a participant as of December 31, 2011 will not be eligible to participate.

Service

Twelve-month period during which employee is a Union employee during entire period and completes at least 1,000 hours. Measuring period: plan year, except employment year used for eligibility purposes. For benefit accrual purposes, if less than 1,700 hours worked in plan year, then portion of plan year is credited as shown below:

Calhoun: Benefit per month for each year of service, for retirements and terminations:

Hours During Plan Year	Credited Service
1,275 to 1,699	0.75
850 to 1,274	0.50
425 to 849	0.25
less than 425	0.00

No benefits accrue after December 31, 2011.

Normal Retirement Date

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
GEORGIA UNION

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

Sum of benefit earned for each plan year based on following table:

For Service	Rate
Before 10/28/97	\$13.50
10/28/97-10/27/98	\$20.00
10/28/98-10/27/99	\$21.00
10/28/99-10/27/00	\$22.00
10/28/00-10/27/01	\$23.00
10/28/01-10/27/02	\$24.00
10/28/02-10/27/03	\$25.00
10/28/03-10/27/04	\$26.00
10/28/04-10/27/05	\$28.00
10/28/05-10/27/06	\$30.00
10/28/06-10/27/07	\$31.00
10/28/07-10/27/08	\$33.00
10/28/08-10/27/11	\$35.00

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event, he will receive, at actual retirement, frozen monthly accrued benefit as of normal retirement date.

Average Compensation

N/A

Accrued Benefit

Benefit earned as of date of freeze (or earlier date of termination) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 55 with 5 years of service. Actuarially reduced for payment before age 65 reduced by 1/2% for each month that benefits commence early.

Disability Retirement Benefit

Age 50 with 15 years of service and totally and permanently disabled. Benefit equal to accrued benefit at date of disability, payable immediately as life annuity with no reduction for early commencement. May elect optional form of payment at normal retirement.

Death Benefit

If married on date of death, surviving spouse entitled to 50% of vested accrued benefit payable to participant under Joint and 50% Survivor option determined as of date of death. May elect reduced benefit to begin as early as age 55.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
GEORGIA UNION

Severance Benefit

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

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

Normal Form of Payment

The Normal Form of Payment is paid as a life annuity for single participants and actuarial equivalent of Joint & 50% Survivor for married participants.

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with 66 2/3%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 60, 120, 180 or 240 months certain and thereafter for life or a life annuity
- (3) A lump sum benefit if the value is less than \$1,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the UP84 Unisex Table and a 8.00% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, line 19 - Discounted Employer Contributions

<u>Date of Contribution</u>	<u>Amount of Contribution</u>	<u>Applicable Plan Year</u>	<u>Effective Interest Rate</u>	<u>Rate for Late Quarterly Installments*</u>	<u>Interest-Adjusted Contribution</u>
1/15/2017	\$ 546,000	2016	6.08%	N/A	\$ 536,721
4/13/2017	546,000	2016	6.08%	N/A	529,137
Total	<u>\$ 1,092,000</u>				<u>\$ 1,065,858</u>

* This rate was used to discount the portion of the contribution attributable to late quarterly installments from the date of the contribution to the due date of the quarterly installment.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions

Original Effective Date 7/1/1992

Plan Year January 1 through December 31

Employer ID No. 43-2107725

Plan Number 001

Eligibility

Employees of Pliant Corporation and Pliant Solutions Corporation, excluding those covered under a collective bargaining agreement unless the terms of the agreement provide for participation, and certain nonresident aliens. Nonunion employees hired on or after January 1, 2003 and Deerfield Union Employees hired on or after October 20, 2006 are not eligible to participate in the plan.

As of December 31, 2008, employees covered by a collective bargaining agreement with the Calhoun Georgia Plan are Participants in this Plan.

Effective December 31, 2007, accrued benefits are frozen for participants subject to the Deerfield collective bargaining agreement. Effective December 31, 2008, all accrued benefits and entry into the plan are frozen.

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.

Normal Retirement Date

The first of the month coinciding with or next following age 65 with 5 years of service.

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

1/12th of 1.6% of average earnings multiplied by pension service, less 50% Social Security benefit prorated for less than 33.3 years of pension service. Plus \$81 per month for lifetime of the participant and \$81 per month during the lifetime of the participant's spouse. Special provisions apply to former Deerfield, CT Films and Blessings employees.

Calhoun: Benefit per month for each year of service, for retirements and terminations:

	Benefit per month for each year of service
10/15/2001 - 10/6/2002	\$23.00
10/7/2002 - 10/12/2003	\$24.00
10/13/2003 - 4/30/2006	\$24.00
5/1/2006 - 12/31/2008	\$26.50

Effective December 31, 2008, all accrued benefits are frozen with no further accruals.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event, he will receive, at actual retirement, frozen accrued benefit as of normal retirement date adjusted for delayed retirement.

Average Compensation

The average of the highest three consecutive plan years out of the final 10 years.

Accrued Benefit

Benefit earned as of date of freeze (or as of date of prior termination of employment) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 50 and the sum of age and vesting service equals 80 or more. Frozen month accrued benefit actuarially reduced for payment before age 62.

Calhoun: Retirement before NRD and on or after attaining age 55 and completing ten years of vesting service. Reduced 4.8% for each year of payment before age 62. Benefits are unreduced if continuous service at retirement equals or exceeds 37 years.

Disability Retirement Benefit

A participant who becomes totally and permanently disabled before his Normal Retirement Date will receive, upon cessation of Long Term Disability, a benefit computed in the same manner as Early Retirement Benefits, but with service added from date of disability to the date benefits commence.

Death Benefit

In the event of an active married participant's death on or before the earliest retirement age, the surviving spouse shall receive a benefit based on the participant's vested accrued benefit as of the date of death, but payable as if the participant had separated from service on the date of death, survived to the earliest retirement age, elected and Joint & 50% Survivor Annuity, and died on the day after the earliest retirement age.

In the event of an active married participant's death after the attainment of age 55 and the completion of ten years of Credited Service, but prior to Normal Retirement Date, it will be assumed the participant had retired on the day prior to death and elected a Joint & 50% Survivor Annuity.

If death occurs after normal retirement but before benefits commence, the surviving spouse or other designated beneficiary is entitled to the full value of the accrued benefit determined as of the date of death.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)

Severance Benefit

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

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

Normal Form of Payment

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

Calhoun: The Normal Form of Payment is payable as a five-year certain and life form or income.

Optional Methods of Settlement

All Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment. The options for Pliant participants are:

- (1) A reduced benefit to be paid during the participant's lifetime with 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 60, 120, 180 or 240 months certain and thereafter for life.
- (3) A lump sum benefit if the value is less than \$15,000.

The options for Calhoun participants are:

- (1) A reduced benefit to be paid during the participant's lifetime with 50%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 120, 180, or 240 months certain and thereafter for life.
- (3) A lump sum benefit if the value is less than \$15,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the RP2000 table (male and female rates) and an 8.00% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CHIPPEWA FALLS PLANT

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

General Information - For the Former Participants of The Pliant Corp. Hourly Employees for the Chippewa Falls Plant

Original Effective Date	8/1/1961
Plan Year	January 1 through December 31
Employer ID No.	43-2107725
Plan Number	001

Eligibility

Employees covered under the collective bargaining agreement between Pliant Corporation and the United Steelworkers of America, Local Union Number 460.

Effective December 31, 2008, all accrued benefits and entry into the plan are frozen.

Service

Years and fractional years of service from date of hire.

Normal Retirement Date

Normal Retirement Date is first of the month coinciding with or next following age 65 with 5 years of service.

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

\$29.25 per month for each year of service, for retirements and terminations on or after January 1, 2003 but before January 1, 2004; \$31.25 per month for each year of service, for retirements and terminations on or after January 1, 2004 but before January 1, 2005; \$33.25 per month for each year of service, for retirements and terminations on or after January 1, 2005 but before January 1, 2006; and \$35.25 per month for each year of service, for retirements and terminations on or after January 1, 2006 up to date of freeze.

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event, he will receive, at actual retirement, frozen monthly accrued benefit as of normal retirement date with no actuarial adjustment from NRD to postponed retirement date provided notice was given to participant.

Average Compensation

N/A

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CHIPPEWA FALLS PLANT

Accrued Benefit

Benefit earned as of date of freeze (or earlier date of termination) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 50 and completing ten years of vesting service. Actuarially reduced for payment at least age 55, by 4.8% for year of payment prior to NRD.

Disability Retirement Benefit

N/A

Death Benefit

Frozen monthly accrued benefit equal to 50% of such benefit after it is reduced for the 50% joint and survivor election and reduced for payment as early as the participant's early retirement age. Payable immediately if participant was at least age 55 at date of death.

Severance Benefit

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

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

Normal Form of Payment

The Normal Form of Payment is paid as a five-year certain annuity, if the participant has no spouse as of the date of payments begin, or if the participant so elects (with spouse's consent). Otherwise, benefits are paid in the form of an actuarially equivalent joint and 50% survivor annuity.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CHIPPEWA FALLS PLANT

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 120, 180 or 240 months certain and thereafter for life or a life annuity.
- (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 UP84 Unisex Table and a 7.50% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CAPTIVE PLASTICS

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

General Information - For the Former Participants of The Captive Plastics, Inc. Defined Benefit

Original Effective Date	2/1/1974
Plan Year	January 1 through December 31
Employer ID No.	43-2107725
Plan Number	001

Eligibility

Employees of Captive Plastics, Inc. enter on January 1 nearest to attainment of age 21 and completion of one year of service.

Accruals and participation frozen effective September 1, 2003.

Service

Normal Retirement Date

Normal Retirement Date is first of the month coinciding with or next following age 65 with 5 years of service.

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

Accrued benefit as of December 31, 1997 plus: 1.15% of a participant's annual compensation not in excess of \$20,000 plus 0.6% of annual compensation in excess of \$20,000 for each year beginning January 1, 1998 and ending on date of freeze, September 1, 2003.

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event, he will receive, at actual retirement, frozen monthly accrued benefit as of normal retirement date adjusted from NRD to postponed retirement date.

Average Compensation

N/A

Accrued Benefit

Benefit earned as of date of freeze (or earlier date of termination) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
CAPTIVE PLASTICS

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 55 and completing ten years of vesting service. Actuarially reduced for payment before age 65. Reduction factors are as follows: 55 up to 60, 1/30th per year and 60 up to 65, 1/15th per year.

Disability Retirement Benefit

N/A

Death Benefit

50% of the frozen monthly accrued benefit after it is reduced for the Joint and 50% Survivor election and reduced for payment as early as date of eligibility for early retirement. No reduction if the participant was at least age 55 at date of death.

Severance Benefit

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

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

Normal Form of Payment

The Normal Form of Payment is paid as a life annuity for single participants and actuarial equivalent of Joint & 50% Survivor for married participants.

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with 66 2/3%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 60, 120, 180 or 240 months certain and thereafter for life or a life annuity
- (3) A lump sum benefit if the value is greater than \$5,000 but less than \$15,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the UP84 Unisex Table and a 6.00% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
POLY-SEAL

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

General Information - For the Former Participants of The Captive Plastics, Inc. Defined Benefit

Original Effective Date	7/1/1979
Plan Year	January 1 through December 31
Employer ID No.	43-2107725
Plan Number	001

Eligibility

Must be a member of United Steelworkers of America Local 6972. Enter plan on first day of eligible employment.

Participant frozen effective June 5, 2009.

Service

Twelve-month period during which employee is a Union employee during entire period. Measuring period: plan year, except employment year used for benefit purposes. For benefit accrual purposes, if one hour of service is worked in twelfth month of employment year, then treated as employed during the entire year.

Normal Retirement Date

Normal Retirement Date is first of the month coinciding with or next following age 65 with 5 years of vesting service.

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

Effective April 22, 2006, \$17.50 multiplied by all Years of Benefit Service. Effective April 21, 2007, this increased to \$18.00. Effective April 19, 2009, this increased to \$18.50. No further accruals after date of freeze.

Delayed Retirement

Frozen monthly benefit commences at Normal Retirement Date while employed

Average Compensation

N/A

Accrued Benefit

Benefit earned as of date of freeze (or earlier date of termination) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
POLY-SEAL

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 60 and completing ten years of vesting service. Actuarially reduced for payment before age 65, reduced by 1/2% for each month that benefits commence early.

Disability Retirement Benefit

N/A

Death Benefit

50% of the frozen monthly accrued benefit after it is reduced for the Joint and 50% Survivor election and reduced for payment as early as date of eligibility (no earlier than age 60).

Severance Benefit

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

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

Normal Form of Payment

The Normal Form of Payment is paid as a life annuity for single participants and actuarial equivalent of Joint & 50% Survivor for married participants.

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with 66 2/3%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 60, 120, 180 or 240 months certain and thereafter for life or a life annuity
- (3) A lump sum benefit if the value is greater than \$5,000 but less than \$15,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the UP84 Unisex Table and a 6.00% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
GEORGIA UNION

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

General Information - For the Former Participants of The Georgia Union Pension Plan

Original Effective Date	10/3/1983
Plan Year	January 1 through December 31
Employer ID No.	43-2107725
Plan Number	001

Eligibility

Must be a member of UAW Local 6519, Columbus, Georgia. Enter plan on first day of month following date of hire or becoming Union member. Anybody who is not a participant as of December 31, 2011 will not be eligible to participate.

Service

Twelve-month period during which employee is a Union employee during entire period and completes at least 1,000 hours. Measuring period: plan year, except employment year used for eligibility purposes. For benefit accrual purposes, if less than 1,700 hours worked in plan year, then portion of plan year is credited as shown below:

Calhoun: Benefit per month for each year of service, for retirements and terminations:

Hours During Plan Year	Credited Service
1,275 to 1,699	0.75
850 to 1,274	0.50
425 to 849	0.25
less than 425	0.00

No benefits accrue after December 31, 2011.

Normal Retirement Date

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
GEORGIA UNION

Normal Retirement Benefit

The amount of annual benefit based on service to Normal Retirement Date is:

Sum of benefit earned for each plan year based on following table:

For Service	Rate
Before 10/28/97	\$13.50
10/28/97-10/27/98	\$20.00
10/28/98-10/27/99	\$21.00
10/28/99-10/27/00	\$22.00
10/28/00-10/27/01	\$23.00
10/28/01-10/27/02	\$24.00
10/28/02-10/27/03	\$25.00
10/28/03-10/27/04	\$26.00
10/28/04-10/27/05	\$28.00
10/28/05-10/27/06	\$30.00
10/28/06-10/27/07	\$31.00
10/28/07-10/27/08	\$33.00
10/28/08-10/27/11	\$35.00

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event, he will receive, at actual retirement, frozen monthly accrued benefit as of normal retirement date.

Average Compensation

N/A

Accrued Benefit

Benefit earned as of date of freeze (or earlier date of termination) based on plan formula(s) and service, compensation and other relevant factors as of such date.

Early Retirement Benefit

Retirement before NRD and on or after both attaining age 55 with 5 years of service. Actuarially reduced for payment before age 65 reduced by 1/2% for each month that benefits commence early.

Disability Retirement Benefit

Age 50 with 15 years of service and totally and permanently disabled. Benefit equal to accrued benefit at date of disability, payable immediately as life annuity with no reduction for early commencement. May elect optional form of payment at normal retirement.

Death Benefit

If married on date of death, surviving spouse entitled to 50% of vested accrued benefit payable to participant under Joint and 50% Survivor option determined as of date of death. May elect reduced benefit to begin as early as age 55.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions (continued)
GEORGIA UNION

Severance Benefit

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

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

Normal Form of Payment

The Normal Form of Payment is paid as a life annuity for single participants and actuarial equivalent of Joint & 50% Survivor for married participants.

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with 66 2/3%, 75% or 100% of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid for 60, 120, 180 or 240 months certain and thereafter for life or a life annuity
- (3) A lump sum benefit if the value is less than \$1,000.

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the UP84 Unisex Table and a 8.00% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: PLIANT, LLC

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

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				
	Anheuser Busch InBev Worldwide	Corporate Bond, 5.375%, through January 15, 2020	\$ 877,052	\$ 871,617
	Apple Inc SR GLBL NT	Corporate Bond, 2.85%, through May 6, 2021	832,818	832,340
	Apple Inc SR GLBL NT	Corporate Bond, 3.45%, through May 6, 2024	842,635	849,350
	Archer Daniels Midland Co	Corporate Bond, 4.479%, through March 1, 2021	875,626	864,562
	Automatic Data Processing Inc	Corporate Bond, 3.375%, through September 15, 2025	841,801	838,885
	Bank New York Inc MTN	Corporate Bond, 2.1%, through January 15, 2019	813,588	813,191
	Berkshire Hathaway Fin Corp SR	Corporate Bond, 2.9%, through October 15, 2020	835,969	833,822
	Berkshire Hathaway Inc DEL SR NT	Corporate Bond, 3.0%, through February 11, 2023	829,942	833,628
	Chevron Corp	Corporate Bond, 3.191%, through June 24, 2023	838,334	841,371
	Cisco Sys Inc	Corporate Bond, 4.95%, through February 15, 2019	852,209	846,191
	Coca Cola Co	Corporate Bond, 3.15%, through November 15, 2020	841,598	842,165
	Dupont EI Nemour	Corporate Bond, 3.625%, through January 15, 2021	847,900	848,621
	Ebay Inc DR GLBL NT	Corporate Bond, 2.875%, through August 1, 2021	819,250	821,057
	Emerson Electric Co	Corporate Bond, 5.25%, through October 15, 2018	845,737	839,670
	Intel Corp	Corporate Bond, 3.3%, through October 1, 2021	846,977	848,054
	International Business Machs	Corporate Bond, 3.625%, through February 12, 2024	846,669	849,933
	John Deere Cap Corp MTN	Corporate Bond, 2.375%, through July 14, 2020	819,720	817,160
	Johnson & Johnson SR NT	Corporate Bond, 2.45%, through March 1, 2026	789,847	795,380

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: PLIANT, LLC

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

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
	Investments at Fair Value			
	Kimberly Clark Corp SR NT	Corporate Bond, 2.4%, through March 1, 2022	\$ 808,380	\$ 814,658
	Mastercard Inc NT	Corporate Bond, 3.375%, through April 1, 2024	844,798	845,559
	Medtronic Inc	Corporate Bond, 4.45%, through March 15, 2020	862,124	857,879
	Merck & Co Inc	Corporate Bond, 5.0%, through June 30, 2019	860,625	856,057
	Microsoft Corp	Corporate Bond, 3.0%, through October 1, 2020	839,573	839,727
	Occidental Petroleum Cor	Corporate Bond, 3.125%, through February 15, 2022	831,773	833,757
	Oracle Corp	Corporate Bond, 2.5%, through October 15, 2022	814,366	815,945
	Oracle Corp SR NT	Corporate Bond, 2.4%, through September 15, 2023	799,486	805,415
	Philip Morris Intl Inc	Corporate Bond, 5.65%, through May 16, 2018	837,864	830,566
	Philip Morris Intl Inc	Corporate Bond, 2.75%, through February 25, 2026	790,973	791,516
	Praxair Inc	Corporate Bond, 4.5%, through August 15, 2019	653,796	650,027
	Qualcomm Inc	Corporate Bond, 3.45%, through May 20, 2025	832,559	835,677
	Simon PPTY Group	Corporate Bond, 2.75%, through February 1, 2023	806,865	813,078
	State Street Corp	Corporate Bond, 3.7%, through November 20, 2023	857,093	864,626
	Target Corp SR NT	Corporate Bond, 3.5%, through July 1, 2024	838,974	847,414
	Total Capital GTD NT	Corporate Bond, 2.875%, through February 17, 2022	825,155	827,302
	United Technologies Corp	Corporate Bond, 3.1%, through June 1, 2022	838,407	830,631
	US Bancorp MTN	Corporate Bond, 1.95%, through November 15, 2018	814,163	813,353

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: PLIANT, LLC

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

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
Investments at Fair Value				
	Visa INC SR GLBL NT 25	Corporate Bond, 3.15%, through December 14, 2025	\$ 822,369	\$ 829,853
	Wells Fargo & Co	Corporate Bond, 3.3%, through September 9, 2024	873,140	823,341
	Westpac BKG Corp SR GLBL NT	Corporate Bond, 2.8%, through January 11, 2022	821,769	822,442
	Wells Fargo & Co MTN	Corporate Bond, 4.6%, through April 1, 2021	821,599	869,981
*	Berry Global Group, Inc	Common Stock	26,914,421	26,744,465
	Federated Government Obligations Premier	Mutual fund	2,761,348	2,647,394
	Federated Ultra Short BD-INS	Mutual fund	1,430,464	1,430,464
	Ishares Barclays Tips Bond Fund	Mutual fund	1,052,063	1,053,455
	Ishares High Yield Corporate Bnd Fnd	Mutual fund	1,994,520	2,002,869
	Powershares Emrg Mkt Sovrn Debt	Mutual fund	1,249,536	1,270,881
	Vanguard Developed Markets Index Fund Admiral Shares	Mutual fund	3,747,631	3,936,991
	Vanguard MidCap Index Fund-I	Mutual fund	5,661,433	5,835,537
	Vanguard FTSE Emerging Markets	Mutual fund	3,126,761	3,336,591
	Vanguard REIT ETF	Mutual fund	2,909,721	2,904,826
	Vanguard Short-Term Bond Index	Mutual fund	1,403,567	1,403,567
	Vanguard SmallCap Index FD ADM	Mutual fund	2,853,568	2,972,558
			88,298,556	88,745,399
Investments at Estimated Fair Value				
*	Fifth Third Equity Index Commingled Fund Class A	Common collective trust	40,740,843	42,555,536
*	Mass Mutual Pooled Separate Accounts	Pooled separate account	1,097,841	1,138,208
			41,838,684	43,693,744
Investments at Contract Value				
*	Mass Mutual Guaranteed Investment Contract	Guaranteed Investment Contract	**	6,860,073
	Investments at fair value per Form 5500			<u>\$ 139,299,216</u>

* Party-in-interest

** Cost basis information is not available.

See independent auditor's report.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2016 Form 5500 Schedule SB

Schedule SB, line 24 - Change in Assumptions

Plan administrative expenses are assumed to be \$1,350,000, compared to \$453,750 for the prior valuation. The methodology used to determine expenses was changed from 1/2% of assets rounded to the next \$5,000 to the expected administrative expenses to be paid from the trust during the year.