Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 11/01/2016 and ending 10/31/2017

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 11/01/1988

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

101 OAKLEY STREET
EVANSVILLE, IN 47710

2b Employer Identification Number (EIN) 35-2184293

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

2d Business code (see instructions) 326100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/14/2018	GLENNY ADAMES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	235
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	217
a(2) Total number of active participants at the end of the plan year	**6a(2)**	192
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	20
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	213
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	213
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1A 1H 3H 1I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) Insurance	[ ]	**(1)** Insurance	[ ]
(2) Code section 412(e)(3) insurance contracts	[ ]	**(2)** Code section 412(e)(3) insurance contracts	[ ]
(3) Trust	[X]	**(3)** Trust	[X]
(4) General assets of the sponsor	[ ]	**(4)** General assets of the sponsor	[ ]

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 11/01/2016 and ending 10/31/2017

▶ **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
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
35-2184293

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

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

Part I Basic Information

1 Enter the valuation date: Month 11 Day 01 Year 2016

2 Assets:

a Market value	**2a**	1129425
b Actuarial value	**2b**	1137547

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	3055	3055
b For terminated vested participants	17	61745	61745
c For active participants	217	1435036	1435036
d Total	235	1499836	1499836

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.01 %
6 Target normal cost	**6**	

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary

08/13/2018
Date

PAUL J. BRENNAN
Type or print name of actuary

17-01485
Most recent enrollment number

BOSTON BENEFITS CONSULTING, INC.
Firm name

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

100 MAIN STREET
CONCORD, MA 01742-2528
Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	79426
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	64559
9	Amount remaining (line 7 minus line 8)	0	14867
10	Interest on line 9 using prior year's actual return of 0.59%	0	88
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.49 %		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	2955
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	12000

Part III Funding Percentages

14	Funding target attainment percentage	14	75.04%
15	Adjusted funding target attainment percentage	15	80.01%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.01%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/09/2016	74085				
03/26/2018	120000				
			Totals ► 18(b)	194085	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	184239

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.43%	5.91%	6.65%	☐ N/A, full yield curve used

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

22 Weighted average retirement age **22** 65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☐ Yes ☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment		83513
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	83513

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

36 Additional cash requirement (line 34 minus line 35)	**36**	83513
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	184239

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

a Total (excess, if any, of line 37 over line 36)	**38a**	100726
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

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

For calendar plan year 2016 or fiscal plan year beginning 11/01/2016 and ending 10/31/2017

A Name of plan	**B** Three-digit plan number (PN) ▶
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN	005
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
BERRY GLOBAL FILMS, LLC	35-2184293

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

WELLS FARGO

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	7272	Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

RUCCI, BARDARO & FALZONE, P.C.

04-3141926

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	5000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 11/01/2016 and ending 10/31/2017

A Name of plan
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
35-2184293

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-1347393-000	P	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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 11/01/2016 and ending 10/31/2017

A Name of plan
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
35-2184293

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	74085	120000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	5064	2807
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		8297
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	219030	
(B) All other	1c(3)(B)	159406	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	674048	95714
(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)	14792	819635
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1146425	1046453
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i	17000	
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	17000	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1129425	1046453

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)	120000	
	(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)		120000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	356	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)	13458	
	(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)		13814
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	14105	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1037	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		15142
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	615048	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	582635	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		32413
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	67681	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		67681

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		249050
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	267327	
(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)		267327
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)	5000	
(2) Contract administrator fees	2i(2)	8115	
(3) Investment advisory and management fees	2i(3)	4470	
(4) Other	2i(4)	47110	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		64695
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		332022
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-82972
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: RUCCI, BARDARO & FALZONE, P.C. **(2)** EIN: 04-3141926

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	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 4109627. (See instructions.)

Part V Trust Information

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 11/01/2016 and ending 10/31/2017

A Name of plan
AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 005

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

D Employer Identification Number (EIN)
35-2184293

Part I Distributions

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

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

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

EIN(s): _____ _____

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

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 21

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? 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 _____/_____/_____.

AEP ALABAMA UNION EMPLOYEES'
PENSION PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULES

and

INDEPENDENT AUDITORS' REPORT

October 31, 2017 and 2016

TABLE OF CONTENTS

Page

INDEPENDENT AUDITORS' REPORT 1-2

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Statements of Accumulated Plan Benefits 5

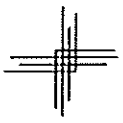
Statement of Changes in Accumulated Plan Benefits 6

Notes to Financial Statements 7-17

SUPPLEMENTAL SCHEDULES

Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) 18

Schedule H, Line 4j -- Schedule of Reportable Transactions 19



R · B · F
ADVISORS & ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
AEP Alabama Union Employees' Pension Plan
Evansville, Indiana

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of **AEP Alabama Union Employees' Pension Plan**, which comprise the statements of net assets available for benefits and of accumulated plan benefits as of October 31, 2017 and 2016, and the related statement of changes in net assets available for benefits and of changes in accumulated plan benefits for the year ended October 31, 2017, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Fifth Third Bank and Wells Fargo Bank N.A., the trustee of the Plan for the years ended October 31, 2017 and 2016, respectively, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended October 31, 2017 and 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

- CONTINUED -

INDEPENDENT AUDITORS' REPORT - CONTINUED

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

Other Matter
The supplemental schedules of Schedule H, Line 4i -- Schedule of Assets (Held at End of Year) and Schedule H, Line 4j -- Schedule of Reportable Transactions as of and for the year ended October 31, 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

Rucci, Bardaro & Falzone

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

August 14, 2018

AEP Alabama Union Employees' Pension Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of October 31,

	2017	2016
ASSETS		
Investments, at fair value:		
Interest-bearing cash	$ 8,296	$ -
Common stock	95,715	674,048
Mutual funds	162,979	-
Corporate debt instruments	207,332	159,406
Corporate debt instruments - preferred	101,706	219,030
Common collective trust	347,619	14,792
Total investments	923,647	1,067,276
Receivables:		
Employer contribution receivable	120,000	74,085
Interest and dividend receivable	2,807	5,064
Total receivables	122,807	79,149
Total assets	1,046,454	1,146,425
LIABILITIES		
Accrued expenses	9,000	17,000
Total liabilities	9,000	17,000
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,037,454	$ 1,129,425

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

AEP Alabama Union Employees' Pension Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended October 31,

		2017
ADDITIONS		
Investment and other income:		
Interest	$	13,814
Dividends		15,142
Net appreciation in fair value of investments		100,094
Total investment income		129,050
Employer contributions		120,000
Total additions		249,050
DEDUCTIONS		
Benefits paid directly to participants		267,327
Administrative expenses		73,694
Total deductions		341,021
Net decrease		(91,971)
Net assets available for benefits, beginning of year		1,129,425
Net assets available for benefits, end of year	$	1,037,454

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

AEP Alabama Union Employees' Pension Plan

STATEMENTS OF ACCUMULATED PLAN BENEFITS

October 31,

	2017	2016
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	$ 2,892	$ 2,975
Other participants	1,325,279	1,495,961
Total vested benefits	1,328,171	1,498,936
Nonvested benefits	-	-
Total actuarial present value of accumulated plan benefits	$ 1,328,171	$ 1,498,936

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

AEP Alabama Union Employees' Pension Plan

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

For the year ended October 31,

	2017
Actuarial present value of accumulated plan benefits, beginning of year	$ 1,498,936
Increase (decrease) during the year attributable to:	
Interest due to decrease in the discount period	88,060
Additional benefits accumulated (including the effect of noninvestment experience)	34,102
Change in assumptions	(25,600)
Benefits paid to participants	(267,327)
Net decrease	(170,765)
Total actuarial present value of accumulated plan benefits, end of year	$ 1,328,171

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

AEP Alabama Union Employees' Pension Plan

NOTES TO FINANCIAL STATEMENTS

October 31, 2017 and 2016

NOTE A - DESCRIPTION OF THE PLAN

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

1. **General**

The Plan is a noncontributory defined benefit pension plan, which was established on November 1, 1988 by Chelsea Industries, Inc. On October 14, 2011 AEP Industries Inc. purchased the assets and liabilities of Webster Industries, and assumed the responsibility for being the plan administrator of the Webster Alabama Union Employees' Pension Plan, and subsequently changed the name of the Plan to the AEP Alabama Union Employees' Pension Plan. On January 20, 2017 Berry Global Group, Inc. (the "Employer") purchased the assets and liabilities of AEP Industries Inc. and assumed the responsibility for being the plan administrator of the AEP Alabama Union Employees' Pension Plan.

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

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

2. **Plan Administrator**

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

3. **Funding Policy**

The Employer makes annual contributions to the Plan in amounts required to provide the benefits under the Plan determined by the application of accepted actuarial methods and assumptions, as calculated by an enrolled actuary using the aggregate cost method. The Employer's contributions to the Plan are designed to annually fund current service costs, and to fund prior service costs, over approximately 30 years. The Employer's contribution related to the Plan years ended October 31, 2017 and 2016 totaled $120,000 and $74,085, respectively.

NOTE A - DESCRIPTION OF THE PLAN - Continued

4. **Pension Benefits**

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

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

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

5. **Death Benefits**

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

6. **Vesting**

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

7. **Plan Termination**

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

NOTE A - DESCRIPTION OF THE PLAN - Continued

7. **Plan Termination - Continued**

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

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five-year preceding Plan termination.

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

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

4. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, a statutory ceiling exists, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2017, that ceiling is $5,369 per month (or $64,432 per year). That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

NOTE A - DESCRIPTION OF THE PLAN - Continued

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

8. **Disability Benefits**
Disability benefits are based on benefit service earned at the time of disability beginning the fifth month of disability and continuing until death, retirement, or recovery.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

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

2. **Valuation of Investments and Income Recognition**
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

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

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

4. **Use of Estimates in the Preparation of Financial Statements**
The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reporting of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES - Continued

5. **Administrative Expenses**

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

6. **Implementation New Accounting Standard**

ASU 2015-07, *Fair Value Measurement: Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (or Its Equivalent),* has been implemented during the current year ended October 31, 2017, with a retrospective restatement for the year ended October 31, 2016.

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

The Plan's investments are held by Fifth Third Bank, the Plan's trustee and custodian. Investment balance information included in the accompanying financial statements and supplemental schedules at September 30, 2017, and net appreciation/depreciation in fair values of investments, interest, dividends and other income for the year ended September 30, 2017, were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fifth Third Bank (information used to develop the October 31, 2016 financial statements was certified by Wells Fargo Bank, N.A., who served as trustee for the year ended October 31, 2016).

NOTE E - FAIR VALUE MEASUREMENTS

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

NOTE E - FAIR VALUE MEASUREMENTS – Continued

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

Level 2
Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at October 31, 2017 and 2016.

Common stock: Valued at the closing price reported on the active market on which the individual 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.

NOTE E - FAIR VALUE MEASUREMENTS - Continued

Level 3 - Continued

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

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

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2017:

	Level 1	Level 2	Level 3	Total
Interest-Bearing Cash	$ 8,296	$ -	$ -	$ 8,296
Common Stock	95,715	-	-	95,715
Mutual Funds	162,979	-	-	162,979
Corporate Debt Instruments	-	309,038	-	309,038
Total assets in the fair value hierarchy	266,990	309,038	-	576,028
Investments measured at NAV	-	-	-	347,619
Total assets at fair value	$ 266,990	$ 309,038	$ -	$ 923,647

NOTE E - FAIR VALUE MEASUREMENTS - Continued

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

	Level 1	Level 2	Level 3	Total
Common Stock	$ 674,048	$ -	$ -	$ 674,048
Corporate Debt Instruments	-	378,436	-	378,436
Total assets in the fair value hierarchy	674,048	378,436	-	1,052,484
Investments measured at NAV	-	-	-	14,792
Total assets at fair value	$ 674,048	$ 378,436	$ -	$ 1,067,276

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of October 31, 2017 and 2016, respectively:

October 31, 2017	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common Collective Trust	$347,619	N/A	Daily	30 days

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

The objective of the common collective trust as of October 31, 2017 is to replicate, before fees, the performance of the broadly diversified S&P 500 Index.

The objective of the common collective trust as of October 31, 2016 is to provide investors with a competitive rate of return and a high level of stability of principal and liquidity. The investment seeks to maintain a constant unit value of $1.00.

NOTE E - FAIR VALUE MEASUREMENTS – Continued

Transfers Between Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

There were no transfers between levels for the years ended October 31, 2017 and 2016.

NOTE F - RISKS AND UNCERTAINTIES

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

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

NOTE G - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the plan are accumulated based on employees' compensation during each year of credited service. The accumulated plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date. Benefits payable under all circumstances-retirement, death, disability, and termination of employment- are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

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

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 is determined by an independent actuary and it is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation as of October 31, 2017 and 2016 were (a) pre and post-retirement mortality (2017 and 2016 Mortality Tables per IRS Regulation 1.412(1)(7)-1 for 2017 and 2016, respectively), (b) retirement age assumptions (assumed retirement age of 65), (c) investment return (assumed rate of return of 7.5% for 2017 and 2016, respectively), and (d) interest discount rate (3.80% for 2017 and 2016, respectively).

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computations of the actuarial present value of accumulated plan benefits were made as of November 1, 2017 and 2016. Had the valuations been performed as of October 31, there would be no material differences.

NOTE H - TAX STATUS OF THE PLAN

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

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

NOTE I - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Fifth Third Bank, the trustee of the Plan for the year ended October 31, 2017 and Wells Fargo Bank, N.A., the trustee of the Plan for the year ended October 31, 2016; therefore, these transactions qualify as party-in-interest transactions.

Certain Plan investments are shares of Berry Global Group, Inc. common stock, the Sponsor of the Plan; therefore, these transactions qualify as party-in-interest transactions. The Plan held 1,610 shares of Beery Global Group, Inc. common stock as of October 31, 2017. During the year ended October 31, 2017, purchases of shares by the Plan totaled $91,602 and sales of shares by the Plan totaled $0.

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

The company has contracted with an independent third party for the purposes of handling administrative procedures related to the calculation of benefits, administrative communication, and issue resolution of beneficiary inquiries. Amounts paid to such third party for these services are included within the administrative expenses reported on the "Statement of Changes in Net Assets Available for Benefits."

NOTE J - SUBSEQUENT EVENTS

Management has evaluated all other subsequent events through August 14, 2018, the date the financial statements were available to be issued. There are no recognized or non-recognized subsequent events that existed at the balance sheet date which are necessary to disclose to keep the financial statements from being misleading.

AEP Alabama Union Employees' Pension Plan

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

October 31, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Historical Cost	(e) Current Value
*	Berry Global Group, Inc.	Common Stock	$ 91,602	$ 95,715
	Total common stock		**91,602**	**95,715**
	Vanguard Developed Markets Index Fund - Admiral Shares	Mutual Fund	32,310	33,836
	Vanguard FTSE Emerging Markets ETF	Mutual Fund	27,361	27,671
	Vanguard REIT ETF	Mutual Fund	29,863	29,181
	Vanguard Mid Cap Index ADM	Mutual Fund	42,101	43,637
	Vanguard Small Cap Index Fund ADM	Mutual Fund	26,861	28,654
	Total mutual funds		**158,496**	**162,979**
	AT&T Inc. 4.450% 5/15/2021 DD 4/29/2011	Corporate Debt Instruments	26,796	26,760
	John Deere Cap Corp 6.650% 6/24/2024 DD 6/22/2017	Corporate Debt Instruments	24,899	24,827
	Precision Castparts Corp. 2.500% 1/15/2023 DD 12/20/12	Corporate Debt Instruments	25,093	25,090
	Qualcomm Inc. 3.450% 5/20/2025 DD 5/20/15	Corporate Debt Instruments	25,898	25,725
	Simon Property Group 3.300% 1/15/2026 DD 1/13/2016	Corporate Debt Instruments	25,216	25,163
	Union Pacific Co. 3.646% 2/15/2024 DD 8/21/2013	Corporate Debt Instruments	24,551	24,299
	Wells Fargo & Co. 3.500% 3/8/2022 DD 3/8/12	Corporate Debt Instruments	26,090	25,970
	VR Toyota Motor Credit 2.750% 2/5/2028 DD 2/15/2013	Corporate Debt Instruments	29,475	29,498
	Total corporate debt instruments		**208,018**	**207,332**
	Apple Inc. 2.400% 5/3/2023 DD 5/3/2013	Corporate Debt Instruments - Preferred	23,988	24,950
	Boeing Co. 4.875% 2/15/2020 DD 7/28/2009	Corporate Debt Instruments - Preferred	24,879	26,670
	Walmart Stores Inc. 5.875% 4/5/2027 DD 4/5/2007	Corporate Debt Instruments - Preferred	42,942	50,086
	Total corporate debt instruments - preferred		**91,809**	**101,706**
*	Fifth Third Equity Index Commingled Fund - Class A	Common Collective Trust	330,957	347,619
	Total common collective trust		**330,957**	**347,619**
	Total investments		**$ 880,882**	**$ 915,351**

* Indicates a party-in-interest

AEP Alabama Union Employees' Pension Plan

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

For the year ended October 31, 2017

(a) Identify of Party Involved	(b) Description of Investment	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series of transactions in excess of 5% of plan assets - by issue								
Wells Fargo	Wells Fargo Short Term Investment Fund N	$ 341,476	$ -	$ -	$ -	$ 341,476	$ 341,476	$ -
Wells Fargo	Wells Fargo Short Term Investment Fund N	$ -	$ 356,256	$ -	$ -	$ 356,256	$ 356,256	$ -
Fifth Third Bank	Berry Global Group, Inc.	$ 91,538	$ -	$ -	$ 64	$ 91,602	$ 91,602	$ -
Fifth Third Bank	Fifth Third Equity Index Commingled Fund - Class A	$ 338,000	$ -	$ -	$ -	$ 338,000	$ 338,000	$ -
Fifth Third Bank	Federated Government Obligations Premier	$ 90,197	$ -	$ -	$ -	$ 90,197	$ 90,197	$ -
Fifth Third Bank	Federated Government Obligations Premier	$ -	$ 81,901	$ -	$ -	$ 81,901	$ 81,901	$ -
Series of transactions in excess of 5% of plan assets - by broker								
Wells Fargo	Broker: Morgan Stanley DW Inc.	$ -	$ 63,872	$ -	$ -	$ 60,736	$ 63,872	$ 3,136
Wells Fargo	Broker: Sterne, Agee & Leach Inc.	$ -	$ 194,898	$ -	$ -	$ 140,358	$ 194,898	$ 54,540
Fifth Third Bank	Broker: Vanguard Mutual Fund Trading Broker	$ 119,000	$ -	$ -	$ -	$ 119,000	$ 119,000	$ -
Fifth Third Bank	Broker: KCG Americas LLC	$ -	$ 568,268	$ -	$ -	$ 573,661	$ 568,268	$ (5,393)
Single transactions in excess of 5% of plan assets - by issue								
Wells Fargo	Wells Fargo Short Term Investment Fund N	$ 74,085	$ -	$ -	$ -	$ 74,085	$ 74,085	$ -
Fifth Third Bank	Fifth Third Equity Index Commingled Fund - Class A	$ 338,000	$ -	$ -	$ -	$ 338,000	$ 338,000	$ -
Fifth Third Bank	Federated Government Obligations Premier	$ 90,197	$ -	$ -	$ -	$ 90,197	$ 90,197	$ -
Fifth Third Bank	Federated Government Obligations Premier	$ -	$ 55,355	$ -	$ -	$ 55,355	$ 55,355	$ -
Fifth Third Bank	Berry Global Group, Inc.	$ 91,538	$ -	$ -	$ 64	$ 91,602	$ 91,602	$ -
Single of transactions in excess of 5% of plan assets - by broker								
Fifth Third Bank	Broker: JP Morgan Securities	$ 91,538	$ -	$ -	$ 64	$ 91,602	$ 91,602	$ -

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 11/01/2016 and ending 10/31/2017

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.)
- [x] a single-employer plan
- [ ] a DFE (specify) ___

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. ▶ [ ]

D Check box if filing under:
- [x] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
AEP Alabama Union Employees' Pension Plan

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 11/01/1988

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

101 Oakley Street

Evansville IN 47710

2b Employer Identification Number (EIN) 35-2184293

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

2d Business code (see instructions) 326100

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

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

SIGN HERE	Signature of plan administrator	Date 8/14/2018	Enter name of individual signing as plan administrator Glenny Adames
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	235
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1)**, **6a(2)**, **6b**, **6c**, and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	217
a(2) Total number of active participants at the end of the plan year	**6a(2)**	192
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	20
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	213
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	213
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1A 1H 3H 1I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	(1)	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	(2)	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	(3)	[X] Trust
(4)	[ ] General assets of the sponsor	(4)	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

- (1) [X] **H** (Financial Information)
- (2) [ ] **I** (Financial Information – Small Plan)
- (3) [ ] ___ **A** (Insurance Information)
- (4) [X] **C** (Service Provider Information)
- (5) [ ] **D** (DFE/Participating Plan Information)
- (6) [ ] **G** (Financial Transaction Schedules)

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

Plan Provisions

Effective Date	November 1, 1988
Eligible Employees	Any employee at the Company's Montgomery, Alabama facility who is receiving hourly remuneration. No employees are eligible to join the Plan after April 1, 2014.
Participation Date	First of the month following completion of one year of Eligibility Service
Definitions	
Vesting Service	One year for each 750-hour calendar year of employment
Eligibility Service	One year for each 750-hour computation period. Computation period means the twelve consecutive month period following the date an employee first completes an hour of service, and each Plan Year thereafter
Benefit Service	As of April 1, 2014 benefit accruals ceased.
Normal Retirement Date	First of month coinciding with or next following the attainment of age 65 with 5 years of Vesting Service

Plan Provisions (cont.)

Monthly Pension Benefits	The sum of (a), (b), (c), and (d) less (e): (a) $10.00 per month multiplied by Benefit Service credited after October 31, 2008 (b) $9.00 per month multiplied by Benefit Service credited after October 31, 2001 and before November 1, 2008 (c) $6.00 per month multiplied by Benefit Service credited after October 31, 1991 and before November 1, 2001 (d) $4.90 per month multiplied by Benefit Service credited before November 1, 1991 (e) The benefit payable from the prior multiemployer plan for any period during which the employer made contributions on behalf of the employee In no event shall the sum of Benefit Service credited under (a) exceed 30 years. In no event shall Benefit Service credited under (a), (b), and (c) combined exceed 30 years
Monthly Preretirement	50% of the Monthly Pension Benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the employee's 55th birthday

Eligibility for Benefits

Normal Retirement	Monthly Pension Benefit determined as of Normal Retirement Date

Plan Provisions (cont.)

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

Monthly Benefits Paid Upon the Following Events

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

Monthly Benefits Paid Upon the Following Events (cont.)

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

AEP Alabama Union Employees' Pension Plan
EIN: 35-2184293 PN: 005
Actuarial Assumptions and Methods/Age Weighted

Actuarial Assumptions and Methods

Actuarial cost method	Unit credit cost method
Asset valuation method	Market value with 3 year smoothing for funding calculations
Actuarial assumptions	
ERISA Interest Rates	IRS segment rates of 4.43%, 5.62%, and 6.22%
FAS Discount Rate	3.80%
FAS Return on Assets	7.50%
Compensation Increases	N.A.
Social Security Wage Base	N.A.
Retirement Age	Age 65
Termination of Employment	None assumed
Mortality	
Funding calculations	2016 IRS Mortality Table
FAS calculations	2016 MP Mortality Table
Changes	The FAS discount rate was decreased from 4.30% to 3.80% to reflect the Citigroup Pension Index.

AEP Alabama Union Employees' Pension Plan
EIN: 35-2184293 PN: 005
Actuarial Assumptions and Methods/Age Weighted

Actuarial Assumptions and Methods

Actuarial cost method	Unit credit cost method
Asset valuation method	Market value with 3 year smoothing for funding calculations
Actuarial assumptions	
ERISA Interest Rates	IRS segment rates of 4.43%, 5.62%, and 6.22%
FAS Discount Rate	3.80%
FAS Return on Assets	7.50%
Compensation Increases	N.A.
Social Security Wage Base	N.A.
Retirement Age	Age 65
Termination of Employment	None assumed
Mortality	
Funding calculations	2016 IRS Mortality Table
FAS calculations	2016 MP Mortality Table
Changes	The FAS discount rate was decreased from 4.30% to 3.80% to reflect the Citigroup Pension Index.

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

Schedule SB, line 32 - Schedule of Amortization Bases

AEP INDUSTRIES, INC.
ALABAMA UNION EMPLOYEES' PENSION PLAN

	Date Established	Amortization Installment	Years Remaining Installments Amortization Period	Present Value Amortization of Remaining Installments
A. AMORTIZATION BASE				
Shortfall	01-Nov-13	46,226	4.00	173,468
Shortfall	01-Nov-14	12,508	5.00	57,454
Shortfall	01-Nov-15	5,825	6.00	31,188
Shortfall	01-Nov-16	18,954		
Totals:		**83,513**		**262,110**

MB/SB Actuary Signature

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	2016 This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 11/01/2016 and ending 10/31/2017

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

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

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

Part I Basic Information

1 Enter the valuation date: Month 11 Day 1 Year 2016

2 Assets:

a Market value	2a	1,129,425
b Actuarial value	2b	1,137,547

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	1	3,055	3,055
b For terminated vested participants	17	61,745	61,745
c For active participants	217	1,435,036	1,435,036
d Total	235	1,499,836	1,499,836

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	6.01 %
6 Target normal cost	6	

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary — Date: 08/13/2018

PAUL J. BRENNAN — Type or print name of actuary

17-01485 — Most recent enrollment number

BOSTON BENEFITS CONSULTING, INC. — Firm name

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

100 MAIN STREET

CONCORD MA 01742-2528 — Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	79,426
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	64,559
9	Amount remaining (line 7 minus line 8)	0	14,867
10	Interest on line 9 using prior year's actual return of 0.59%	0	88
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.49 %		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	2955
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	12000

Part III Funding Percentages

14	Funding target attainment percentage	14	75.04%
15	Adjusted funding target attainment percentage	15	80.01%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.01%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/09/2016	74,085				
03/26/2018	120,000				
			Totals ► 18(b)	194,085	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	184,239

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.43 %	5.91 %	6.65 %	☐ N/A, full yield curve used

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

22 Weighted average retirement age — 22: 65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☐ Yes ☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment — 27:

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years — 28:

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

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) — 30: 0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6) — 31a: 0

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

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment		83,513
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — 33:

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) — 34: 83,513

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

36 Additional cash requirement (line 34 minus line 35) — 36: 83,513

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) — 37: 184,239

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

a Total (excess, if any, of line 37 over line 36) — 38a: 100,726

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances — 38b: 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) — 39: 0

40 Unpaid minimum required contributions for all years — 40: 0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment — 42:

43 Excess installment acceleration amount to be carried over to future plan years — 43:

AEP Alabama Union Employees' Pension Plan

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

October 31, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Historical Cost	(e) Current Value
*	Berry Global Group, Inc.	Common Stock	$ 91,602	$ 95,715
	Total common stock		91,602	95,715
	Vanguard Developed Markets Index Fund - Admiral Shares	Mutual Fund	32,310	33,836
	Vanguard FTSE Emerging Markets ETF	Mutual Fund	27,361	27,671
	Vanguard REIT ETF	Mutual Fund	29,863	29,181
	Vanguard Mid Cap Index ADM	Mutual Fund	42,101	43,637
	Vanguard Small Cap Index Fund ADM	Mutual Fund	26,861	28,654
	Total mutual funds		158,496	162,979
	AT&T Inc. 4.450% 5/15/2021 DD 4/29/2011	Corporate Debt Instruments	26,796	26,760
	John Deere Cap Corp 6.650% 6/24/2024 DD 6/22/2017	Corporate Debt Instruments	24,899	24,827
	Precision Castparts Corp. 2.500% 1/15/2023 DD 12/20/12	Corporate Debt Instruments	25,093	25,090
	Qualcomm Inc. 3.450% 5/20/2025 DD 5/20/15	Corporate Debt Instruments	25,898	25,725
	Simon Property Group 3.300% 1/15/2026 DD 1/13/2016	Corporate Debt Instruments	25,216	25,163
	Union Pacific Co. 3.646% 2/15/2024 DD 8/21/2013	Corporate Debt Instruments	24,551	24,299
	Wells Fargo & Co. 3.500% 3/8/2022 DD 3/8/12	Corporate Debt Instruments	26,090	25,970
	VR Toyota Motor Credit 2.750% 2/5/2028 DD 2/15/2013	Corporate Debt Instruments	29,475	29,498
	Total corporate debt instruments		208,018	207,332
	Apple Inc. 2.400% 5/3/2023 DD 5/3/2013	Corporate Debt Instruments - Preferred	23,988	24,950
	Boeing Co. 4.875% 2/15/2020 DD 7/28/2009	Corporate Debt Instruments - Preferred	24,879	26,670
	Walmart Stores Inc. 5.875% 4/5/2027 DD 4/5/2007	Corporate Debt Instruments - Preferred	42,942	50,086
	Total corporate debt instruments - preferred		91,809	101,706
*	Fifth Third Equity Index Commingled Fund - Class A	Common Collective Trust	330,957	347,619
	Total common collective trust		330,957	347,619
	Total investments		$ 880,882	$ 915,351

* Indicates a party-in-interest

AEP Alabama Union Employees' Pension Plan

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

For the year ended October 31, 2017

(a) Identify of Party Involved	(b) Description of Investment	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series of transactions in excess of 5% of plan assets - by issue								
Wells Fargo	Wells Fargo Short Term Investment Fund N	$ 341,476	$ -	$ -	$ -	$ 341,476	$ 341,476	$ -
Wells Fargo	Wells Fargo Short Term Investment Fund N	$ -	$ 356,256	$ -	$ -	$ 356,256	$ 356,256	$ -
Fifth Third Bank	Berry Global Group, Inc.	$ 91,538	$ -	$ -	$ 64	$ 91,602	$ 91,602	$ -
Fifth Third Bank	Fifth Third Equity Index Commingled Fund - Class A	$ 338,000	$ -	$ -	$ -	$ 338,000	$ 338,000	$ -
Fifth Third Bank	Federated Government Obligations Premier	$ 90,197	$ -	$ -	$ -	$ 90,197	$ 90,197	$ -
Fifth Third Bank	Federated Government Obligations Premier	$ -	$ 81,901	$ -	$ -	$ 81,901	$ 81,901	$ -
Series of transactions in excess of 5% of plan assets - by broker								
Wells Fargo	Broker: Morgan Stanley DW Inc.	$ -	$ 63,872	$ -	$ -	$ 60,736	$ 63,872	$ 3,136
Wells Fargo	Broker: Sterne, Agee & Leach Inc.	$ -	$ 194,898	$ -	$ -	$ 140,358	$ 194,898	$ 54,540
Fifth Third Bank	Broker: Vanguard Mutual Fund Trading Broker	$ 119,000	$ -	$ -	$ -	$ 119,000	$ 119,000	$ -
Fifth Third Bank	Broker: KCG Americas LLC	$ -	$ 568,268	$ -	$ -	$ 573,661	$ 568,268	$ (5,393)
Single transactions in excess of 5% of plan assets - by issue								
Wells Fargo	Wells Fargo Short Term Investment Fund N	$ 74,085	$ -	$ -	$ -	$ 74,085	$ 74,085	$ -
Fifth Third Bank	Fifth Third Equity Index Commingled Fund - Class A	$ 338,000	$ -	$ -	$ -	$ 338,000	$ 338,000	$ -
Fifth Third Bank	Federated Government Obligations Premier	$ 90,197	$ -	$ -	$ -	$ 90,197	$ 90,197	$ -
Fifth Third Bank	Federated Government Obligations Premier	$ -	$ 55,355	$ -	$ -	$ 55,355	$ 55,355	$ -
Fifth Third Bank	Berry Global Group, Inc.	$ 91,538	$ -	$ -	$ 64	$ 91,602	$ 91,602	$ -
Single of transactions in excess of 5% of plan assets - by broker								
Fifth Third Bank	Broker: JP Morgan Securities	$ 91,538	$ -	$ -	$ 64	$ 91,602	$ 91,602	$ -