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 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [X] 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. . . . . ▶ [X]

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
RETIREMENT PLAN FOR HOURLY PAID EMPLOYEES OF GAF MATERIALS LLC

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1993

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)
GAF MATERIALS LLC

1 CAMPUS DRIVE
PARSIPPANY, NJ 07054

2b Employer Identification Number (EIN)
47-5190378

2c Plan Sponsor's telephone number
973-628-3000

2d Business code (see instructions)
324120

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.	09/12/2018	ANN PERI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	22-3276290
a Sponsor's name BUILDING MATERIALS CORPORATION OF AMERICA	**4c** PN	003
5 Total number of participants at the beginning of the plan year	**5**	2533
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)**	720
a(2) Total number of active participants at the end of the plan year	**6a(2)**	706
b Retired or separated participants receiving benefits	**6b**	641
c Other retired or separated participants entitled to future benefits	**6c**	1043
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	2390
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	142
f Total. Add lines **6d** and **6e**.	**6f**	2532
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**	14
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B 3H

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

9a Plan funding arrangement (check all that apply)		**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)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
RETIREMENT PLAN FOR HOURLY PAID EMPLOYEES OF GAF MATERIALS LLC

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
GAF MATERIALS LLC

D Employer Identification Number (EIN)
47-5190378

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

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

Part I Basic Information

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

2 Assets:

a Market value	**2a**	58015445
b Actuarial value	**2b**	59261298

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	742	26226165	26226165
b For terminated vested participants	1071	16122752	16122752
c For active participants	720	19403334	20542796
d Total	2533	61752251	62891713

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**	6.16 %
6 Target normal cost	**6**	2378002

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

09/19/2017
Date

EDWARD A. QUINN
Type or print name of actuary

17-05121
Most recent enrollment number

CONDUENT HR CONSULTING, LLC
Firm name

201-902-2300
Telephone number (including area code)

500 PLAZA DRIVE
SECAUCUS, NJ 07096
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	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 3.12%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		218355
	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 6.35 %		13866
	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		232221
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.22%
15	Adjusted funding target attainment percentage	15	94.22%
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	92.54%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/04/2016	867673	0			
07/06/2016	867673	0			
10/11/2016	867673	0			
01/05/2017	867673	0			
08/23/2017	570335	0			
			Totals ► 18(b)	4041027	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	3858261

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**	4
22 Weighted average retirement age	**22**	64

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

Part VI Miscellaneous Items

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

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

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

a Target normal cost (line 6)	**31a**	2378002
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	3630415	1478320
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	3856322

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

36 Additional cash requirement (line 34 minus line 35)	**36**	3856322
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	3858261
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	1939
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 01/01/2016 and ending 12/31/2016

A Name of plan	**B** Three-digit plan number (PN) ▶	
RETIREMENT PLAN FOR HOURLY PAID EMPLOYEES OF GAF MATERIALS LLC		003
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GAF MATERIALS LLC	47-5190378	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

BUCK CONSULTANTS, LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 34 13 50 17 70	NONE	345753	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ERNST & YOUNG LLP

34-6565596

(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 50	NONE	36000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERRILL LYNCH PIERCE FENNER & SMITH

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 50 60 51	NONE	25473	Yes [X] No [ ]	Yes [X] No [ ]	0	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)

STATE STREET BANK & TRUST COMPANY

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 62 25 51 99 28 52	NONE	17667	Yes [X] No [ ]	Yes [X] No [ ]	0	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 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 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN FOR HOURLY PAID EMPLOYEES OF GAF MATERIALS LLC

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
GAF MATERIALS LLC

D Employer Identification Number (EIN)
47-5190378

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	2516507	3051841
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1824288	1438008
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	6811570	7414249
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	854072	925308
(2) U.S. Government securities	1c(2)	9222372	8583607
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	396463	1677919
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	26081
(B) Common	1c(4)(B)	26824705	26532950
(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)	184683	500141
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	4981894	5451451
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	4434527	4353130

			(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	58051081	59954685
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	146185	59562
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	146185	59562
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	57904896	59895123

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)	4041027	
	(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)		4041027
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	346786	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		346786
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	613	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		613
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	1287781	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1287781

		(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)		164868
c Other income	2c		5576
d Total income. Add all **income** amounts in column (b) and enter total	2d		5846651
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2701309	
(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)		2701309
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)	53667	
(2) Contract administrator fees	2i(2)	345753	
(3) Investment advisory and management fees	2i(3)	25473	
(4) Other	2i(4)	730222	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1155115
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3856424
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1990227
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: ERNST & YOUNG LLP **(2)** EIN: 34-6565596

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		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3998214 . (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 01/01/2016 and ending 12/31/2016

A Name of plan
RETIREMENT PLAN FOR HOURLY PAID EMPLOYEES OF GAF MATERIALS LLC

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
GAF MATERIALS LLC

D Employer Identification Number (EIN)
47-5190378

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** 0

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): 04-3581074

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** 6

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

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: 64.0 % Investment-Grade Debt: 0.0 % High-Yield Debt: 23.0 % Real Estate: 0.0 % Other: 13.0 %

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 ☐ "Current year" ADP test	☐ "Prior 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

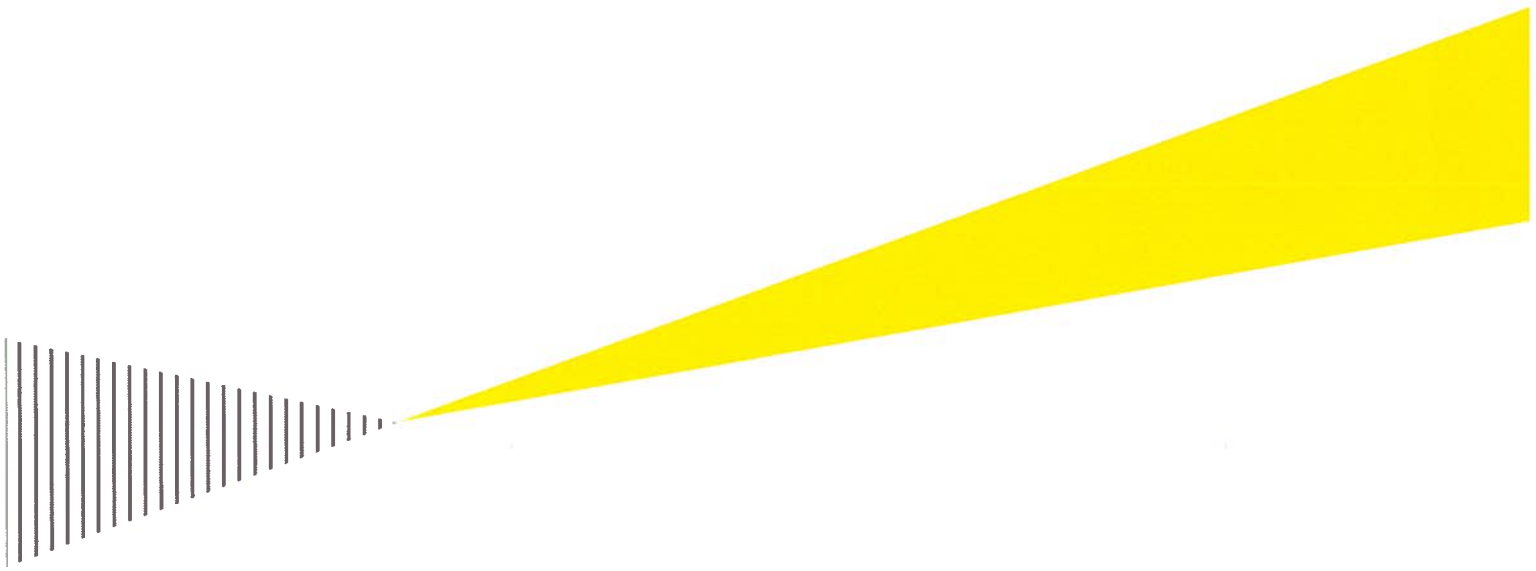
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

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 ____/____/____.

Financial Statements And Supplemental Schedule

Retirement Plan for Hourly Paid Employees of
GAF Materials LLC
(formerly Retirement Plan for Hourly Paid Employees of Building Materials Corporation of America)
Years Ended December 31, 2016 and 2015
With Report of Independent Auditors

Ernst & Young LLP



Building a better working world

Retirement Plan for Hourly Paid Employees of
GAF Materials LLC

Financial Statements and Supplemental Schedule

Years Ended December 31, 2016 and 2015

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Financial Statements

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Statements of Changes in Net Assets Available for Benefits 4
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Supplemental Schedule

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Building a better working world

Report of Independent Auditors

The Plan Administrator
Retirement Plan for Hourly Paid Employees of
GAF Materials LLC

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan for Hourly Paid Employees of GAF Materials LLC, formerly known as the Retirement Plan for Hourly Paid Employees of Building Materials Corporation of America, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. 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 certified investment information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets

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the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2016 and 2015, and for the years then ended, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

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.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2016, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 10, 2017

A member firm of Ernst & Young Global Limited

Retirement Plan for Hourly Paid Employees of GAF Materials LLC

Statements of Net Assets Available for Benefits

	December 31	
	2016	**2015**
Assets		
Cash	**$ 3,051,841**	$ 2,516,507
Cash equivalents	**53,707**	57,108
Mutual funds:		
Equity funds	**4,221,924**	3,989,869
Commingled funds	**1,229,527**	992,025
Private investment funds	**49,959,678**	48,671,284
Total investments	**55,464,836**	53,710,286
Receivables:		
Employer contributions receivable	**1,438,008**	1,824,288
Total assets	**$ 59,954,685**	$ 58,051,081
Liabilities		
Accrued liabilities	**$ 59,562**	$ 146,185
Net assets available for benefits	**$ 59,895,123**	$ 57,904,896

See accompanying notes.

Retirement Plan for Hourly Paid Employees of
GAF Materials LLC

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2016	**2015**
Additions		
Employer contributions	**$ 4,041,027**	$ 4,376,940
Dividend income	**346,786**	413,767
Other income	**5,576**	–
Total additions	**4,393,389**	4,790,707
Deductions		
Retirement benefits paid	**2,701,309**	2,377,202
Administrative expenses	**1,152,415**	1,045,837
Other	**2,700**	2,496
Total deductions	**3,856,424**	3,425,535
Net appreciation in fair value of investments	**1,453,262**	1,292,122
Net increase in net assets available for benefits	**1,990,227**	2,657,294
Net assets available for benefits:		
Beginning of year	**57,904,896**	55,247,602
End of year	**$ 59,895,123**	$ 57,904,896

See accompanying notes.

Retirement Plan for Hourly Paid Employees of
GAF Materials LLC

Notes to Financial Statements

December 31, 2016

1. Description of the Plan

The following description of the Retirement Plan for Hourly Paid Employees of GAF Materials LLC (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more detailed and complete information of the Plan's provisions. Effective November 15, 2016, the Plan was renamed the Retirement Plan for Hourly Employees of GAF Materials LLC and was formerly known as the Retirement Plan for Hourly Employees of Building Materials Corporation of America,

General

The Plan is sponsored by GAF Materials LLC and its subsidiaries (the Company) and is a noncontributory defined benefit plan covering eligible hourly employees of the Company and each of its affiliates that is a participating employee of the plan. Prior to November 15, 2016, the Plan was sponsored by Standard Industries Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Each eligible employee of a participating group of the Company generally becomes eligible to participate in the Plan upon completion of one hour of service, as defined, on or after January 1, 1990.

Vesting

Vesting is based on years of service. A participant is vested after five years of service in which the participant works for more than 1,000 hours a year. If a participant terminates employment with less than five years of service, the participant receives no vested benefits.

Pension Benefits

Generally, normal retirement age is 65. A participant who attains normal retirement shall be 100% vested in the retirement benefit. The retirement benefit represents the applicable benefit rate, as defined, multiplied by the participant's years of credited service, as defined. Generally, early retirement age is 55 with 10 years of service and retirement due to disability is age 50 with 15 years of service or age 55 with 10 years of service. Benefits are paid to the retirees in the form of a monthly annuity payment or a lump-sum distribution (if specific criteria is met).

1. Description of the Plan (continued)

Plan Termination

While it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination of the Plan, the net assets of the Plan shall be used and applied first for the benefit of retired employees and employees who have reached their normal retirement date and second for the benefit of all other employees based on their accrued retirement benefits at the date of termination of the Plan in amounts proportionate to the actuarially determined present value of their retirement benefits at the date of termination of the Plan. Any balance remaining after satisfaction of all liabilities of the Plan shall be returned to the Company. If the plan is terminated, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC). Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions.

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, there is a statutory ceiling, which is adjusted periodically, relating to the maximum amount of an individual's monthly benefit that the PBGC guarantees. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting. Purchases and sales transactions are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Benefits are recorded when paid.

2. Summary of Significant Accounting Policies (continued)

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and other assets which are highly liquid, have an original maturity of 90 days or less, have high credit quality and are diversified. Cash equivalents represent an investment in the BIF Money Fund. The fair value of this investment is based on net asset value (NAV) which reflects the value of the underlying assets owned by the BIF Money Fund, minus liabilities, and then divided by the number of shares outstanding.

Investment Valuation and Income Recognition

In addition to cash equivalent investments, investments are also comprised of private investment funds and mutual funds. The fair value of the private investment funds is determined by the trustee based on data received directly from each fund or its fund administrator. These investments include both equity and fixed income securities and may incorporate the use of options, futures and other financial instruments.

The mutual funds held are Merrill Lynch, Pierce, Fenner & Smith (Merrill Lynch) publicly listed investment funds. The fair value is based upon each fund's NAV and is quoted in a market that is active. These investments include both equity and fixed income securities and may incorporate the use of options, futures, and other financial instruments. Implementation of this policy involves investments with outside managers who have expertise in these strategies. There are no restrictions on redemption of these assets.

All investment transactions, including cash equivalents, are recorded by the State Street Corporation (the Trustee) on a trade date basis. Realized gains and losses on the sale of investments are determined for accounting purposes on a moving average cost basis. Net appreciation and depreciation of investments include both realized and unrealized gains and losses on investments.

Tax Status

The Plan has received a determination letter from the Internal Revenue Service (the IRS) dated October 4, 2016, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. Subsequent to

2. Summary of Significant Accounting Policies (continued)

the determination of the IRS on October 4, 2016, the Plan has been amended, and the Plan administrator believes the Plan is currently being operated in compliance with the applicable requirements of the Code and therefore believes the Plan remains qualified and the related trust is tax-exempt. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions, however, there are currently no audits for any tax periods in progress.

Funding Policy

The Company makes contributions to the Plan sufficient to meet the actuarially determined funding requirements of ERISA and the Pension Protection Act of 2006. The Plan has met such requirements for 2016 and 2015.

The Highway and Transportation Funding Act (HATFA) was enacted on August 8, 2014, potentially lowering the minimum funding requirements for defined benefit plans. In September 2014, the Company retroactively applied the HATFA segmented interest rates for benefit restriction and minimum funding calculations for the plan year beginning January 1, 2013. The Plan continues to use HATFA rates in 2016 and 2015.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires the plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements, and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies (continued)

Risks and Uncertainties

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

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

Administrative Expenses

As provided by the Plan, expenses of the Plan are paid by either the Plan or the Company. In 2016 and 2015, expenses were paid by both the Plan and the Company.

Fair Value Measurements

The accounting guidance on fair value measurements and disclosures establishes a valuation hierarchy that prioritizes the inputs used to measure fair value based on three defined levels or criteria. The hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the reporting entity's market assumptions. The three levels of inputs that may be used to measure fair value are as follows:

- **Level 1** – Quoted prices for identical instruments in active markets;

2. Summary of Significant Accounting Policies (continued)

- **Level 2** – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose significant inputs are observable; and

- **Level 3** – Instruments whose significant inputs are unobservable and for which estimates of fair value are determined using related market data.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There have been no changes in the valuation methodologies used for assets measured at fair value at December 31, 2016 and 2015, as described above (see Investment Valuation and Income Recognition).

The methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The fair value of the assets presented in the table below approximate their carrying value.

The following table provides the fair value hierarchy of the Plan's investments as of December 31, 2016:

	Level 1	Level 3	Total
Private investment funds [(a)]	$ –	$ 49,959,678	$ 49,959,678
Mutual funds:			
Equity funds	4,221,924	–	4,221,924
Commingled funds	1,229,527	–	1,229,527
Investments in the fair value hierarchy	$ 5,451,451	$ 49,959,678	55,411,129
Cash equivalents, at NAV			53,707
Total investments			$ 55,464,836

2. Summary of Significant Accounting Policies (continued)

The following table provides the fair value hierarchy of the Plan's investments as of December 31, 2015:

	Level 1	Level 3	Total
Private investment funds [(a)]	$ –	$ 48,671,284	$ 48,671,284
Mutual funds:			
Equity funds	3,989,869	–	3,989,869
Commingled funds	992,025	–	992,025
Investments in the fair value hierarchy	$ 4,981,894	$ 48,671,284	53,653,178
Cash equivalents, at NAV			57,108
Total investments			$ 53,710,286

[(a)] Investments in Level 3 assets contain certain restrictions as to the full or partial redemption of shares and can be limited depending on the total amount of redemption requests received by the fund. In addition, these restrictions also require redemption only during specified time periods along with minimum notice periods prior to redemption. The Plan complies with all such fund redemption requirements.

The following sets forth a summary of changes in fair value of the Plan's Level 3 investments for the years ended December 31, 2016 and 2015:

	2016	2015
Balance, January 1	**$ 48,671,284**	$ 46,864,906
Realized gains (losses)	**613**	–
Unrealized appreciation	**1,313,351**	1,806,378
Sales	**(25,570)**	–
Balance, December 31	**$ 49,959,678**	$ 48,671,284

3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments calculated based upon the provisions of the Plan. Benefits payable under all circumstances are included to the extent that they are deemed attributable to employee services rendered to the valuation date. 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) current employees or their beneficiaries. Benefits to be provided from allocated annuity contracts excluded from Plan assets are excluded from accumulated plan benefits presented in the accompanying financial statements.

The actuarial present value of accumulated plan benefits is determined by Conduent, a Xerox Company, by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the date as of which the benefit information is computed and the expected date of payment.

The actuarial present value of accumulated plan benefits for the Company as of December 31, 2015, and the changes therein for the year then ended are as follows:

	December 31, 2015
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	$ 29,781,587
Other participants	47,596,863
Total vested benefits	77,378,450
Non-vested benefits	1,536,510
Total accumulated plan benefits	$ 78,914,960

3. Actuarial Present Value of Accumulated Plan Benefits (continued)

	Year Ended December 31, 2015
Changes in the actuarial present value of accumulated plan benefits:	
Actuarial present value of accumulated plan benefits at beginning of year	$ 82,005,196
Increase (decrease) during the period attributable to:	
Benefits paid to participants	(2,377,202)
Change in average discount period	3,233,130
Changes in actuarial assumptions (discount rate and mortality improvement)	(6,842,462)
Additional benefits accumulated, including gains and losses	2,896,298
Actuarial present value of accumulated plan benefits at end of year	$ 78,914,960

The value at December 31, 2015, is based on an actuarial valuation as of January 1, 2016. Had the valuation been performed on December 31, 2015, there would be no material differences. The significant actuarial assumptions used in the valuation as of January 1, 2016, were (a) the life expectancy of participants was determined through the use of the RP 2014 Mortality Table with blue collar adjustment rolled back to 2006 and projected with the Conduent Modified 2016 Mortality Improvement Table for males and females (b) retirement age assumptions (the assumed average retirement age is 62), and (c) a liability discount rate of 4.50%. The liability discount rate utilized in the valuation as of January 1, 2015, was 4.00%. For the plan year ended December 31, 2015, life expectancy was determined using the RP 2014 Healthy Employees Mortality Table with blue collar adjustment for males and females.

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.

4. Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Certain information related to investments for the Plan disclosed in the accompanying financial statements and supplemental schedule including investments held at December 31, 2016 and 2015, net appreciation in fair value of investments, and dividend income for the years ending December 31, 2016 and 2015, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by State Street Bank and Trust, the trustee of the Plan.

Note 5. Subsequent Events

The Company evaluated subsequent events for the Plan through October 10, 2017, the date the financial statements were available to be issued and noted there was no impact on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Supplemental Schedule

1710-2437752

Retirement Plan for Hourly Paid Employees of
GAF Materials LLC

EIN #47-5190378 Plan #003

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

December 31, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Date	(d) Cost	(e) Current Value
	Cash Equivalents	BIF Money Fund	$ 53,707	$ 53,707
	Mutual Funds			
	Equity Funds	Baron Growth Funds Ins	1,073,661	995,441
		Oakmark Global Select Fund I	913,019	999,573
		AMG Yacktman Focused Fund Inst	1,174,840	999,141
		First Eagle Global I	1,198,345	1,227,769
		Total equity funds	4,359,865	4,221,924
	Commingled Funds	FPA Crescent Fund	1,201,074	1,229,527
		Total commingled funds	1,201,074	1,229,527
	Private Investment Funds			
		Grosvenor Institutional	10,000,000	11,237,970
		Millenium International, LTD	5,412,566	19,360,752
		Senator Global Opportunities	10,000,000	15,341,738
		Ellington Credit Opportunities Fund, LTD	3,640,103	4,019,218
		Total private investment funds	29,052,669	49,959,678
		Total investments	$ 34,667,315	$ 55,464,836

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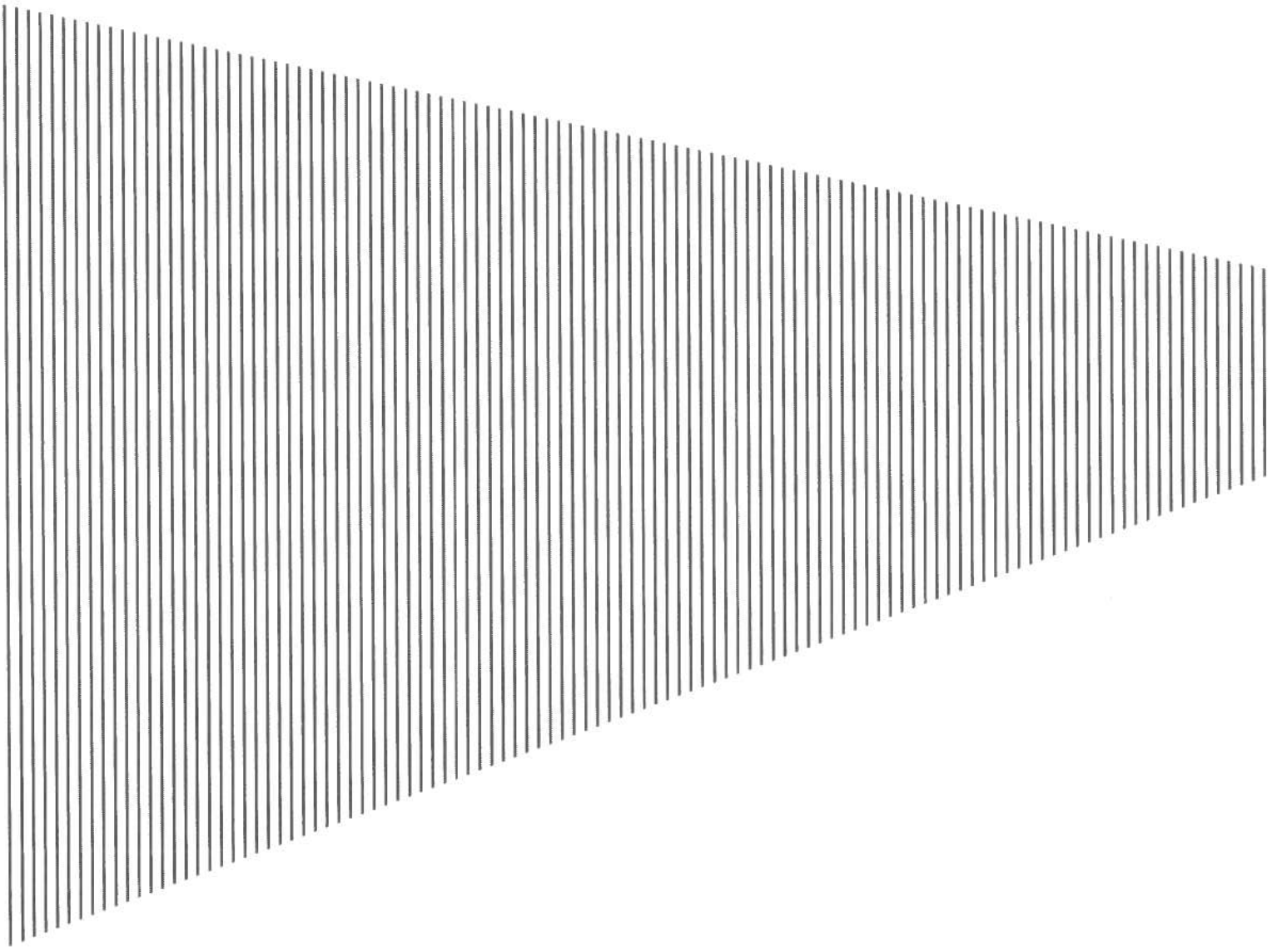

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
EIN/PN: 47-5190378 / 003

Schedule SB, Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service									
	Under 1	1 - 4	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 - 34	35 - 39	40 & up
Under 25	1	1								
25 - 29	5	10	7							
30 - 34	1	14	11	7						
35 - 39	1	18	20	15	21	1				
40 - 44	3	22	19	10	25	13				
45 - 49	1	24	16	17	28	20	8			
50 - 54	1	23	10	16	33	12	16	9	1	
55 - 59	1	19	13	16	20	16	5	11	20	1
60 - 64		18	8	7	8	16	5	12	14	12
65 - 69	1	6	1	7		4	1	3	3	7
70 & up		1				1	1	1	1	

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
EIN/PN: 47-5190378 / 003

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

Prescribed Funding Assumptions and Methods

The following assumptions and methods are prescribed by ERISA.

Funding interest rates

For 2016 Plan Year: Segment Rates with four-month lookback, constrained in accordance with relevant legislation as follows:

	Unconstrained Rates*	Rates Reflecting Corridor**
First Segment Rate	1.34%	4.43%
Second Segment Rate	4.03%	5.91%
Third Segment Rate	5.06%	6.65%
	Effective Interest Rate Based on constrained rates	6.16%

For 2015 Plan Year: Segment Rates with four-month lookback, constrained in accordance with relevant legislation as follows:

	Unconstrained Rates*	Rates Reflecting Corridor**
First Segment Rate	1.15%	4.72%
Second Segment Rate	4.06%	6.11%
Third Segment Rate	5.15%	6.81%
	Effective Interest Rate Based on constrained rates	6.35%

* Used for maximum tax-deduction purposes

**Used for minimum funding and benefit restriction purposes.

Mortality

Mortality tables for non-disabled participants mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants. For disabled participants, the mortality rates specified in Revenue Ruling 96-7 were assumed.

Actuarial cost method

The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan administrative expenses to be paid from plan assets during the year.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
EIN/PN: 47-5190378 / 003

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

Non-Prescribed Funding Assumptions and Methods

The following assumptions were selected by the plan's enrolled actuary. The asset valuation method was selected by the plan sponsor with the actuary's advice and is an acceptable method under PPA. The demographic assumptions have been set based on observed plan experience. The plan's experience is too small to form the basis of a reliable assumption; however, the assumption remains appropriate given historic gain and loss experience of the plan.

Expenses

Expected plan administrative expenses of $1,046,866 were added to the Target Normal Cost. Current year expenses are estimated by subtracting the prior year PBGC premium from the prior year expenses, adjusting the result by 3% to account for inflation, and then adding the current year PBGC premium.

Frequency of optional payment forms

Single Life Annuity:	35%
Joint and 100% Survivor Annuity:	40%
Joint and 50% Survivor Annuity:	10%
10-Year Certain and Life Annuity:	15%

Marital percentage

80% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Presumptive survivors

To account for probable survivors of deceased terminated vested participants who may not have been reported in the census data, all liabilities for terminated vested participants have been loaded by 1.4%.

Retirement rates

Age	Assumption
55	3.0%
56	3.0%
57	3.0%
58	4.0%
59	4.0%
60	6.0%
61	6.0%
62	20.0%
63	10.0%
64	10.0%
65	50.0%
66	25.0%
67	25.0%
68	25.0%
69	25.0%
70	100.0%

Terminated vested participants are assumed to commence receipt of benefits at age 62, or current age if later.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
EIN/PN: 47-5190378 / 003

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

Non-Prescribed Funding Assumptions and Methods (continued)

Disability rates

Age	Male	Female
25	0.1634%	0.0888%
40	0.4350%	0.3924%
50	1.0944%	0.9414%
55	1.9062%	1.5656%

Withdrawal rates

Based on experience. Sample rates as follows:

Age	Assumption
25	9.5%
40	4.5%
50	2.5%
55	0.0%

Rates shown above are increased by the following select withdrawal rates for participants with fewer than three years of service:

Service	Assumption
0	25.0%
1	15.0%
2	10.0%
3	0.0%

Asset valuation method

The Actuarial Value of Assets is market value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the gain/(loss) in each of the prior years respectively. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on Market Value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third Segment Rate. The actuary's expected rate of return is based on the plan's asset allocation and forward-looking expected rates of return by asset category provided by the plan's investment consultant. The resulting value is constrained to be within a corridor of 90% to 110% of Market Value, including discounted receivable contributions.

	Actuary's Assumption	Third Segment Rate	Reflecting PPA Limit
2016 Expected Return	8.00%	6.65%	6.65%
2015 Expected Return	8.00%	6.81%	6.81%
2014 Expected Return	8.00%	6.99%	6.99%

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
EIN/PN: 47-5190378 / 003

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

Non-Prescribed Funding Assumptions and Methods (continued)

Future actuarial measurements

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, changes expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions, applicable law or regulations. An analysis of the potential range of such future differences is beyond the scope of this report.

Summary of Changes from the January 1, 2015 Valuation

- The mortality tables were updated to those applicable to the current plan year in accordance with PPA.
- The interest rates were updated to the segment rates applicable to the current plan year in accordance with PPA as amended by MAP-21 and HATFA.

The change in assumptions listed above increased the Funding Target by approximately $2.5 million.

- The expected expenses that are added to the target normal cost were changed from $1,155,698 in 2015 to $1,046,866 in 2016 in order to better reflect anticipated plan experience.

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 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
RETIREMENT PLAN FOR HOURLY PAID EMPLOYEES OF GAF MATERIALS LLC

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
GAF MATERIALS LLC

D Employer Identification Number (EIN)
47-5190378

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

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

Part I Basic Information

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

2 Assets:

a Market value	2a	58,015,445
b Actuarial value	2b	59,261,298

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	742	26,226,165	26,226,165
b For terminated vested participants	1,071	16,122,752	16,122,752
c For active participants	720	19,403,334	20,542,796
d Total	2,533	61,752,251	62,891,713

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	6.16%
6 Target normal cost	6	2,378,002

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

Edward A. Quinn

Signature of actuary

09/19/2017

Date

Edward A. Quinn

Type or print name of actuary

1705121

Most recent enrollment number

Conduent HR Consulting, LLC

Firm name

201-902-2300

Telephone number (including area code)

500 Plaza Drive

Secaucus NJ 07096

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	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 3.12%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		218,355
	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 6.35%		13,866
	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		232,221
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.22%
15	Adjusted funding target attainment percentage	15	94.22%
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	92.54%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/04/2016	867,673	0			
07/06/2016	867,673	0			
10/11/2016	867,673	0			
01/05/2017	867,673	0			
08/23/2017	570,335	0			
			Totals ► 18(b)	4,041,027	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	3,858,261

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:

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

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	64

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

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

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

a Target normal cost (line 6)	**31a**	2,378,002
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	3,630,415	1,478,320
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	3,856,322

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

36 Additional cash requirement (line 34 minus line 35)	**36**	3,856,322
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	3,858,261
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	1,939
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**	

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Line 22 - Description of Weighted Average Retirement Age

This table calculates the weighted average retirement age for all active persons in the plan

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2)*(3)	(5) Weighted Age (1)*(4)
55	318.3361	0.0270	8.5828	472.0558
56	322.9179	0.0269	8.6951	486.9242
57	329.7084	0.0271	8.9200	508.4395
58	338.3659	0.0357	12.0938	701.4428
59	340.8907	0.0358	12.1959	719.5566
60	343.4756	0.0571	19.5990	1,175.9416
61	340.1419	0.0577	19.6095	1,196.1823
62	332.0793	0.1946	64.6134	4,006.0306
63	276.4208	0.0968	26.7509	1,685.3055
64	252.4879	0.0972	24.5317	1,570.0289
65	226.5750	0.5000	113.2875	7,363.6862
66	126.1773	0.2500	31.5443	2,081.9249
67	101.9528	0.2500	25.4882	1,707.7086
68	77.8810	0.2500	19.4703	1,323.9777
69	59.9540	0.2500	14.9885	1,034.2070
70	49.5967	1.0000	49.5967	3,471.7686
71	0.0000	1.0000	0.0000	0.0000
72	0.0000	1.0000	0.0000	0.0000
73	1.0000	1.0000	1.0000	73.0000
74	0.0000	1.0000	0.0000	0.0000
75	0.0000	1.0000	0.0000	0.0000
76	0.0000	1.0000	0.0000	0.0000
77	0.0000	1.0000	0.0000	0.0000
78	0.0000	1.0000	0.0000	0.0000
79	0.0000	1.0000	0.0000	0.0000
80	0.0000	1.0000	0.0000	0.0000
81	0.0000	1.0000	0.0000	0.0000
82	0.0000	1.0000	0.0000	0.0000
83	0.0000	1.0000	0.0000	0.0000
84	0.0000	1.0000	0.0000	0.0000
85	0.0000	1.0000	0.0000	0.0000
86	1.0000	1.0000	1.0000	86.0000
Total			**461.9676**	**29,664.1809**
Weighted Average Retirement Age = 29,664.1809 / 461.9676				**64.21**
Rounded Weighted Average Retirement Age				**64**

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Line 22 - Description of Weighted Average Retirement Age

Note to Column 2: The Expected Active Headcount for each age includes persons who are eligible to retire and persons who are not eligible to retire at each age.

Note to Column 3: At each age, these retirement rates are a weighted average of the rates shown in Attachment to Part V for active participants eligible to retire at the age and zero for all other active participants.

General note: The table presents values rounded to fewer significant digits than used in the calculation.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service									
	Under 1	1 - 4	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 - 34	35 - 39	40 & up
Under 25	1	1								
25 - 29	5	10	7							
30 - 34	1	14	11	7						
35 - 39	1	18	20	15	21	1				
40 - 44	3	22	19	10	25	13				
45 - 49	1	24	16	17	28	20	8			
50 - 54	1	23	10	16	33	12	16	9	1	
55 - 59	1	19	13	16	20	16	5	11	20	1
60 - 64		18	8	7	8	16	5	12	14	12
65 - 69	1	6	1	7		4	1	3	3	7
70 & up		1				1	1	1	1	

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Line 32 - Schedule of Amortization Bases

Type of Base	Present Value of Remaining Installments as of January 1, 2016	Date Established	Remaining Installments	Shortfall Amortization Installment
Shortfall	$500,341	1/1/2016	7	$82,668
Shortfall	$304,354	1/1/2015	6	$56,954
Shortfall	$2,056,056	1/1/2014	5	$447,610
Shortfall	$1,665,091	1/1/2013	4	$443,717
Shortfall	($2,595,204)	1/1/2012	3	($902,825)
Shortfall	$714,648	1/1/2011	2	$365,067
Shortfall	$985,129	1/1/2010	1	$985,129

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Prescribed Funding Assumptions and Methods

The following assumptions and methods are prescribed by ERISA.

Funding interest rates

For 2016 Plan Year: Segment Rates with four-month lookback, constrained in accordance with relevant legislation as follows:

	Unconstrained Rates*	Rates Reflecting Corridor**
First Segment Rate	1.34%	4.43%
Second Segment Rate	4.03%	5.91%
Third Segment Rate	5.06%	6.65%
	Effective Interest Rate Based on constrained rates	6.16%

For 2015 Plan Year: Segment Rates with four-month lookback, constrained in accordance with relevant legislation as follows:

	Unconstrained Rates*	Rates Reflecting Corridor**
First Segment Rate	1.15%	4.72%
Second Segment Rate	4.06%	6.11%
Third Segment Rate	5.15%	6.81%
	Effective Interest Rate Based on constrained rates	6.35%

* Used for maximum tax-deduction purposes

** Used for minimum funding and benefit restriction purposes.

Mortality

Mortality tables for non-disabled participants mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants. For disabled participants, the mortality rates specified in Revenue Ruling 96-7 were assumed.

Actuarial cost method

The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan administrative expenses to be paid from plan assets during the year.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (continued)

Non-Prescribed Funding Assumptions and Methods

The following assumptions were selected by the plan's enrolled actuary. The asset valuation method was selected by the plan sponsor with the actuary's advice and is an acceptable method under PPA. The demographic assumptions have been set based on observed plan experience. The plan's experience is too small to form the basis of a reliable assumption; however, the assumption remains appropriate given historic gain and loss experience of the plan.

Expenses

Expected plan administrative expenses of $1,046,866 were added to the Target Normal Cost. Current year expenses are estimated by subtracting the prior year PBGC premium from the prior year expenses, adjusting the result by 3% to account for inflation, and then adding the current year PBGC premium.

Frequency of optional payment forms

Single Life Annuity:	35%
Joint and 100% Survivor Annuity:	40%
Joint and 50% Survivor Annuity:	10%
10-Year Certain and Life Annuity:	15%

Marital percentage

80% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Presumptive survivors

To account for probable survivors of deceased terminated vested participants who may not have been reported in the census data, all liabilities for terminated vested participants have been loaded by 1.4%.

Retirement rates

Age	Assumption
55	3.0%
56	3.0%
57	3.0%
58	4.0%
59	4.0%
60	6.0%
61	6.0%
62	20.0%
63	10.0%
64	10.0%
65	50.0%
66	25.0%
67	25.0%
68	25.0%
69	25.0%
70	100.0%

Terminated vested participants are assumed to commence receipt of benefits at age 62, or current age if later.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (continued)

Non-Prescribed Funding Assumptions and Methods (continued)

Disability rates

Age	Male	Female
25	0.1634%	0.0888%
40	0.4350%	0.3924%
50	1.0944%	0.9414%
55	1.9062%	1.5656%

Withdrawal rates

Based on experience. Sample rates as follows:

Age	Assumption
25	9.5%
40	4.5%
50	2.5%
55	0.0%

Rates shown above are increased by the following select withdrawal rates for participants with fewer than three years of service:

Service	Assumption
0	25.0%
1	15.0%
2	10.0%
3	0.0%

Asset valuation method

The Actuarial Value of Assets is market value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the gain/(loss) in each of the prior years respectively. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on Market Value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third Segment Rate. The actuary's expected rate of return is based on the plan's asset allocation and forward-looking expected rates of return by asset category provided by the plan's investment consultant. The resulting value is constrained to be within a corridor of 90% to 110% of Market Value, including discounted receivable contributions.

	Actuary's Assumption	Third Segment Rate	Reflecting PPA Limit
2016 Expected Return	8.00%	6.65%	6.65%
2015 Expected Return	8.00%	6.81%	6.81%
2014 Expected Return	8.00%	6.99%	6.99%

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (continued)

Non-Prescribed Funding Assumptions and Methods (continued)

Future actuarial measurements

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, changes expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions, applicable law or regulations. An analysis of the potential range of such future differences is beyond the scope of this report.

Summary of Changes from the January 1, 2015 Valuation

- The mortality tables were updated to those applicable to the current plan year in accordance with PPA.
- The interest rates were updated to the segment rates applicable to the current plan year in accordance with PPA as amended by MAP-21 and HATFA.

The change in assumptions listed above increased the Funding Target by approximately $2.5 million.

- The expected expenses that are added to the target normal cost were changed from $1,155,698 in 2015 to $1,046,866 in 2016 in order to better reflect anticipated plan experience.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions

Effective Date

January 1, 1993; the plan was last amended November 15, 2006.

Membership Eligibility

All hourly-paid employees employed by the Company, except leased employees and employees who are active participants of other qualified retirement plans sponsored by the Company. At several locations, new employees may not participate.

Vesting Service

In general, a year of Vesting Service is earned for each Plan Year in which a participant completes 1,000 hours of service.

Credited Service

In general, one month of service is credited for each 133 hours worked during the Plan Year, not to exceed 12 months of Credited Service in any Plan Year.

Final Average Compensation (LLS only)

The average monthly compensation during the highest five consecutive years of the latest ten years as of the earliest of December 31, 1998 or termination or retirement.

Normal Retirement

Eligibility

Age 65 (LLH has the additional requirement of five years of participation).

Benefit

A monthly benefit equal to (a) + (b) – (c), but not less than (d), where:

a) is the dollar multiplier as of the Prior Service Date given in the Current Plan Provisions, times the participant's Credited Service as of the Prior Service Date

b) is the sum of the individual dollar multipliers shown in the Current Plan Provisions by Location applicable to the participant's period of Credited Service

c) is the annuity purchase benefit issued by John Hancock Mutual Life Insurance Company

d) is the alternate dollar multiplier benefit, as described in the Plan Provision Notes.

In addition, benefit amounts were frozen for Leslie Locke participants effective December 31, 1998.

Deferred Retirement

Eligibility

5 years of Vesting Service.

Benefit

The greater of the amount calculated in the same manner as described in Normal Retirement above or the amount payable at normal retirement date increased actuarially to the date of retirement.

Early Retirement

Eligibility

See the Current Plan Provisions by Location for early retirement eligibility provisions.

Benefit

Same as for Normal Retirement but reduced for early commencement. See the Current Plan Provisions by Location for early retirement reductions.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Disability Retirement

Eligibility

See the Current Plan Provisions by Location for disability eligibility provisions.

Benefit

An immediate benefit equal to the normal retirement benefit, reduced as shown in the Current Plan Provisions by Location.

Vested Termination

Eligibility

5 years of Vesting Service.

Benefit

A benefit amount deferred to age 65, equal to the vested accrued benefit and reduced as in early retirement if paid prior to age 65.

Pre-Retirement Surviving Spouse Coverage

Eligibility

5 years of Vesting Service, or age 65.

Benefit

Upon the death of an active or terminated vested participant who was eligible for early retirement, 100% (50% for LLH and LLS) of the benefit he would have received had he retired with a Qualified Joint and Survivor Annuity the day preceding his death.

Upon the death of an active or terminated participant with vested rights who was not yet eligible for early retirement, 100% (50% for LLH and LLS) of the benefit he would have received had he terminated the day preceding his death, lived to early retirement age, and retired with a Qualified Joint and Survivor Annuity.

Normal Form of Benefit

Life annuity for unmarried participants; actuarially reduced Qualified Joint and Survivor Annuity for married participants (unless the participant and spouse elect otherwise).

Optional Forms of Benefits

A participant may elect an optional form of benefit if the value of the vested benefit is between $1,000 and $5,000.

(1) Life annuity
(2) Life annuity with period certain of 5, 10, 15, or 20 years
(3) Social Security equalization
(4) 50% or 100% joint and survivor
(5) Optional lump sum if value between $1,000 and $5,000

In addition, other optional forms are available for former Leslie Locke employees.

Maximum Benefit

The maximum benefit used to determine Plan benefits is limited as required by IRC Section 415(b). The limit for 2016 is $210,000.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Current Plan Provisions by Location – Dollar Multipliers

Location [Prior svc date]	No.	Dollar Multipliers				Alternate Minimum Dollar Multiplier	
		Effective Date	Amount	Effective Date	Amount	Effective Age	Amount
Baltimore [7/12/1993]	722	4/19/1970	$16.00	7/12/2005	$33.25	58	$17.52
		7/12/1993	$17.00	7/12/2006	$34.75		
		7/12/1994	$18.00	7/12/2007	$36.25		
		7/12/1995	$19.15	7/12/2008	$37.75		
		7/12/1996	$20.55	7/12/2009	$40.75		
		7/12/1997	$21.80	7/12/2010	$41.75		
		7/12/1998	$23.05	7/12/2011	$42.75		
		7/12/1999	$24.75	7/12/2012	$43.75		
		7/12/2000	$26.50	7/12/2013	$44.75		
		7/12/2001	$27.50	7/12/2014	$45.50		
		7/12/2002	$28.50	7/12/2015	$46.25		
		7/12/2003	$29.50	7/12/2016	$47.25		
		7/12/2004	$31.50	7/12/2017	$48.25		
Baltimore [4/17/1993]	723	4/17/1970	$16.00	3/1/2004	$30.75	58	$17.50
		4/17/1993	$17.00	3/1/2005	$32.50		
		4/17/1994	$18.00	3/1/2006	$34.00		
		4/17/1995	$19.00	3/1/2007	$35.50		
		4/17/1996	$20.50	3/1/2008	$37.00		
		3/1/1997	$21.75	3/1/2009	$38.25		
		3/1/1998	$23.00	3/1/2010	$39.50		
		3/1/1999	$24.25	3/1/2011	$40.75		
		2/29/2000	$25.50	3/1/2012	$42.00		
		3/1/2001	$26.75	3/12/2013	$42.75		
		3/1/2002	$28.00	3/12/2014	$43.50		
		3/1/2003	$29.25	3/12/2017	$45.00		
Dallas [1/18/1996]	725	11/7/1970	$16.00	1/18/2006	$30.25	None	None
		1/18/1996	$17.50	1/18/2007	$31.50		
		1/18/1997	$19.00	1/18/2008	$32.75		
		1/18/1998	$20.50	1/18/2009	$34.00		
		1/18/1999	$21.75	1/18/2010	$35.50		
		1/18/2000	$22.75	1/18/2011	$37.00		
		1/18/2001	$24.00	6/28/2012	$39.00		
		1/18/2002	$25.25	6/28/2013	$41.00		
		1/18/2003	$26.50	6/28/2014	$43.00		
		1/18/2004	$27.75	6/28/2015	$45.00		
		1/18/2005	$29.00	6/28/2016	$47.00		
Erie Lake [3/15/1994]	729	3/15/1970	$15.50	3/1/2002	$27.00	61	$17.18
		3/15/1994	$16.75	3/1/2003	$28.00		
		3/15/1995	$18.00	3/1/2004	$29.00		
		3/15/1996	$19.25	3/1/2005	$30.00		
		3/15/1997	$20.50	3/1/2006	$31.00		
		3/15/1998	$22.00	3/1/2007	$32.00		
		3/15/1999	$23.25	3/1/2008	$33.00		
		3/15/2000	$24.50	3/1/2009	$34.00		
		3/15/2001	$26.00	3/1/2010	$35.00		

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

Current Plan Provisions by Location – Dollar Multipliers (continued)

Location [Prior svc date]	No.	Dollar Multipliers				Alternate Minimum Dollar Multiplier	
		Effective Date	Amount	Effective Date	Amount	Effective Age	Amount
Minneapolis [4/1/1994]	745	4/1/1970	$13.50	4/15/2005	$32.00	61	$15.18
		4/1/1994	$14.75	4/15/2006	$32.50		
		4/1/1995	$16.00	4/15/2007	$33.00		
		4/1/1996	$17.25	4/15/2008	$33.50		
		4/1/1997	$18.50	4/15/2009	$34.00		
		4/1/1998	$20.00	4/15/2010	$34.50		
		4/1/1999	$21.25	4/15/2011	$36.50		
		4/1/2000	$22.50	4/15/2012	$38.50		
		4/1/2001	$24.00	4/15/2013	$40.50		
		4/15/2002	$26.00	4/15/2014	$42.50		
		4/15/2003	$28.00	4/15/2015	$44.50		
		4/15/2004	$30.00				
Minneapolis [4/1/1994]	746	4/1/1970	$13.50	4/1/2005	$32.00	61	$15.18
		4/1/1994	$14.75	4/1/2006	$34.00		
		4/1/1995	$16.00	4/1/2007	$36.00		
		4/1/1996	$17.25	4/1/2008	$38.00		
		4/1/1997	$18.50	4/1/2009	$40.00		
		3/15/1998	$19.75	4/1/2010	$41.00		
		3/15/1999	$21.00	4/1/2011	$43.00		
		3/15/2000	$22.25	4/1/2012	$45.00		
		3/15/2001	$23.50	4/1/2013	$47.00		
		4/1/2002	$26.00	4/1/2014	$49.00		
		4/1/2003	$28.00	4/1/2015	$51.00		
		4/1/2004	$30.00				
Mobile [7/15/1993]	747	7/15/1968	$15.00	7/17/2005	$33.00	61	$16.68
		7/15/1993	$16.25	7/17/2006	$34.50		
		7/15/1994	$17.50	7/16/2007	$36.00		
		7/15/1995	$18.75	7/14/2008	$37.50		
		7/15/1996	$20.00	6/21/2011	$39.00		
		7/15/1997	$21.25	6/21/2012	$40.50		
		7/15/1998	$22.50	6/21/2013	$42.50		
		7/15/1999	$24.00	6/21/2014	$44.50		
		7/14/2000	$25.50	6/21/2015	$45.50		
		7/16/2001	$27.00	6/21/2016	$46.50		
		7/15/2002	$28.50	6/21/2017	$47.00		
		7/14/2003	$30.00	6/21/2018	$47.50		
		7/12/2004	$31.50				
Savannah [10/29/1993]	749	10/29/1968	$14.50	11/15/2005	$34.00	61	$16.68
		10/29/1993	$15.75	11/15/2006	$35.75		
		10/29/1994	$17.00	11/15/2007	$37.50		
		10/29/1995	$18.25	1/15/2009	$39.00		
		10/29/1996	$19.50	1/15/2010	$40.50		
		10/29/1997	$21.00	1/15/2011	$42.00		
		10/29/1998	$22.25	1/15/2012	$43.50		
		10/29/1999	$23.50	1/15/2013	$45.00		
		10/29/2000	$25.00	1/15/2014	$46.00		
		10/29/2001	$26.75	1/15/2015	$47.00		
		10/29/2002	$28.50	1/15/2016	$48.00		
		10/29/2003	$30.25	1/15/2017	$49.00		
		10/29/2004	$32.00	1/15/2018	$50.00		

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Current Plan Provisions by Location – Dollar Multipliers (continued)

Location [Prior svc date]	No.	Dollar Multipliers				Alternate Minimum Dollar Multiplier	
		Effective Date	Amount	Effective Date	Amount	Effective Age	Amount
Savannah [10/9/1993]	750	10/9/1969	$15.00	10/9/2005	$33.00	61	$16.68
		10/9/1993	$16.25	10/9/2006	$34.50		
		10/9/1994	$17.50	10/9/2007	$36.00		
		10/9/1995	$18.75	10/4/2008	$37.50		
		10/9/1996	$20.00	10/4/2009	$38.00		
		10/9/1997	$21.50	10/4/2010	$39.50		
		10/9/1998	$22.75	10/4/2011	$40.00		
		10/9/1999	$24.00	10/4/2012	$41.50		
		10/8/2000	$25.50	10/3/2013	$42.50		
		10/9/2001	$27.00	10/3/2014	$43.50		
		10/9/2002	$28.50	10/3/2015	$44.50		
		10/9/2003	$30.00	10/3/2016	$45.50		
		10/9/2004	$31.50	10/3/2017	$46.50		
Tampa [8/31/1995]	752	3/15/1970	$15.75	9/1/2004	$29.00	None	None
		8/31/1995	$17.25	9/1/2005	$30.00		
		8/31/1996	$18.75	9/1/2006	$31.00		
		8/31/1997	$20.00	8/4/2007	$32.50		
		8/31/1998	$21.25	8/4/2008	$34.00		
		8/31/1999	$22.50	8/4/2009	$35.00		
		8/31/2000	$23.75	8/5/2010	$36.00		
		8/31/2001	$25.00	10/29/2012	$38.00		
		8/31/2002	$26.25	10/29/2014	$39.00		
		9/1/2003	$28.00	10/29/2016	$40.00		
Mt. Vernon [8/1/1993]	780	12/1/1972	$18.00	8/5/2002	$26.00	None	None
		8/1/1993	$20.00	8/4/2003	$27.00		
		8/1/1994	$21.00	8/2/2004	$28.00		
		8/1/1995	$23.00	8/1/2005	$29.00		
		8/1/1996	$24.00	8/1/2006	$30.00		
		8/2/1998	$25.00				
Chester [8/1/1993]	799	12/13/1979	$16.50	8/1/1997	$23.50	None	None
		8/1/1993	$18.50	8/2/1998	$25.00		
		8/1/1994	$19.50	8/5/2002	$26.00		
		8/1/1995	$21.50	8/1/2003	$27.00		
		8/1/1996	$22.50				
Fontana [8/1/1993]	801	11/1/1980	$16.00	8/3/1998	$24.00	None	None
		8/1/1993	$18.00	8/1/2002	$26.00		
		8/1/1994	$19.00	8/5/2003	$27.00		
		8/1/1995	$20.00	8/2/2004	$28.00		
		8/1/1996	$21.00	8/1/2005	$29.00		

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
EIN/PN: 47-5190378 / 003

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

Current Plan Provisions by Location – Dollar Multipliers (continued)

Location [Prior svc date]	No.	Dollar Multipliers				Alternate Minimum Dollar Multiplier	
		Effective Date	Amount	Effective Date	Amount	Effective Age	Amount
Nashville [9/1/1993]	805	9/1/1985 9/1/1993 9/1/1994 3/18/1995	$16.00 $18.00 $20.00 $22.00	3/18/1996 3/16/1998 3/15/1999 3/17/2003	$23.00 $24.00 $25.00 $26.00	None	None
Shutdown Locations							
St. Louis	748	4/1/1969 4/1/1981 4/1/1982 4/1/1983 4/1/1984	$ 8.00 $ 9.00 $ 9.50 $10.00 $11.00				
South Bound Brook	751	6/3/1970 5/3/1990 11/3/1990 5/3/1991 5/3/1993	$13.00 $13.25 $13.50 $13.75 $14.45				
Irwindale	804	5/2/1985	$13.60				

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
EIN/PN: 47-5190378 / 003

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

Current Plan Provisions by Location – Miscellaneous

		Early Retirement		Disability		
Location	No.	Eligibility	Reduction	Eligibility	Reduction	Union Status
Baltimore	722	55/10	1/2%	50/10	None	Union
Baltimore	723	55/10	1/2%	55/10 or 50/15	None	Union
Dallas	725	55/10	1/2%	55/10 or 50/15	None	Union
Erie Lake	729	55/10	1/2%	55/10 or 50/15	None	Union
Minneapolis	745	55/10	1/2%	55/10 or 50/15	None	Union
Minneapolis	746	55/10	1/2%	55/10 or 50/15	None	Union
Mobile	747	55/10	1/2%	55/10 or 50/15	None	Union
Savannah	749	55/10	1/2%	50/10	None	Union
Savannah	750	55/10	1/2%	50/10	None	Union
Tampa	752	55/10	1/2%	55/10 or 50/15	None	Union
Mt. Vernon	780	55/10	1/2%	55/10 or 50/15	None	Non-Union
Chester	799	55/10	1/3%	50/10	1/6%	Non-Union
Fontana	801	55/10	1/2%	55/10 or 50/15	None	Non-Union
Nashville	805	55/10	1/2%	55/10 or 50/15	None	Non-Union
LLH	N/A	60/10	3/5%	10 years	None	N/A
LLS	N/A	55/15	1/2%	10 years	1/2%	N/A

Summary of Changes from the January 1, 2015 Valuation

The valuation was based on the same plan provisions as used in the previous valuation except for an increase in the benefit multipliers for the Mobile location.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Line 22 - Description of Weighted Average Retirement Age

This table calculates the weighted average retirement age for all active persons in the plan

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2)*(3)	(5) Weighted Age (1)*(4)
55	318.3361	0.0270	8.5828	472.0558
56	322.9179	0.0269	8.6951	486.9242
57	329.7084	0.0271	8.9200	508.4395
58	338.3659	0.0357	12.0938	701.4428
59	340.8907	0.0358	12.1959	719.5566
60	343.4756	0.0571	19.5990	1,175.9416
61	340.1419	0.0577	19.6095	1,196.1823
62	332.0793	0.1946	64.6134	4,006.0306
63	276.4208	0.0968	26.7509	1,685.3055
64	252.4879	0.0972	24.5317	1,570.0289
65	226.5750	0.5000	113.2875	7,363.6862
66	126.1773	0.2500	31.5443	2,081.9249
67	101.9528	0.2500	25.4882	1,707.7086
68	77.8810	0.2500	19.4703	1,323.9777
69	59.9540	0.2500	14.9885	1,034.2070
70	49.5967	1.0000	49.5967	3,471.7686
71	0.0000	1.0000	0.0000	0.0000
72	0.0000	1.0000	0.0000	0.0000
73	1.0000	1.0000	1.0000	73.0000
74	0.0000	1.0000	0.0000	0.0000
75	0.0000	1.0000	0.0000	0.0000
76	0.0000	1.0000	0.0000	0.0000
77	0.0000	1.0000	0.0000	0.0000
78	0.0000	1.0000	0.0000	0.0000
79	0.0000	1.0000	0.0000	0.0000
80	0.0000	1.0000	0.0000	0.0000
81	0.0000	1.0000	0.0000	0.0000
82	0.0000	1.0000	0.0000	0.0000
83	0.0000	1.0000	0.0000	0.0000
84	0.0000	1.0000	0.0000	0.0000
85	0.0000	1.0000	0.0000	0.0000
86	1.0000	1.0000	1.0000	86.0000
Total			**461.9676**	**29,664.1809**
Weighted Average Retirement Age = 29,664.1809 / 461.9676				**64.21**
Rounded Weighted Average Retirement Age				**64**

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
EIN/PN: 47-5190378 / 003

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

Note to Column 2: The Expected Active Headcount for each age includes persons who are eligible to retire and persons who are not eligible to retire at each age.

Note to Column 3: At each age, these retirement rates are a weighted average of the rates shown in Attachment to Part V for active participants eligible to retire at the age and zero for all other active participants.

General note: The table presents values rounded to fewer significant digits than used in the calculation.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions

Effective Date

January 1, 1993; the plan was last amended November 15, 2006.

Membership Eligibility

All hourly-paid employees employed by the Company, except leased employees and employees who are active participants of other qualified retirement plans sponsored by the Company. At several locations, new employees may not participate.

Vesting Service

In general, a year of Vesting Service is earned for each Plan Year in which a participant completes 1,000 hours of service.

Credited Service

In general, one month of service is credited for each 133 hours worked during the Plan Year, not to exceed 12 months of Credited Service in any Plan Year.

Final Average Compensation (LLS only)

The average monthly compensation during the highest five consecutive years of the latest ten years as of the earliest of December 31, 1998 or termination or retirement.

Normal Retirement

Eligibility

Age 65 (LLH has the additional requirement of five years of participation).

Benefit

A monthly benefit equal to (a) + (b) – (c), but not less than (d), where:

a) is the dollar multiplier as of the Prior Service Date given in the Current Plan Provisions, times the participant's Credited Service as of the Prior Service Date

b) is the sum of the individual dollar multipliers shown in the Current Plan Provisions by Location applicable to the participant's period of Credited Service

c) is the annuity purchase benefit issued by John Hancock Mutual Life Insurance Company

d) is the alternate dollar multiplier benefit, as described in the Plan Provision Notes.

In addition, benefit amounts were frozen for Leslie Locke participants effective December 31, 1998.

Deferred Retirement

Eligibility

5 years of Vesting Service.

Benefit

The greater of the amount calculated in the same manner as described in Normal Retirement above or the amount payable at normal retirement date increased actuarially to the date of retirement.

Early Retirement

Eligibility

See the Current Plan Provisions by Location for early retirement eligibility provisions.

Benefit

Same as for Normal Retirement but reduced for early commencement. See the Current Plan Provisions by Location for early retirement reductions.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Disability Retirement

Eligibility

See the Current Plan Provisions by Location for disability eligibility provisions.

Benefit

An immediate benefit equal to the normal retirement benefit, reduced as shown in the Current Plan Provisions by Location.

Vested Termination

Eligibility

5 years of Vesting Service.

Benefit

A benefit amount deferred to age 65, equal to the vested accrued benefit and reduced as in early retirement if paid prior to age 65.

Pre-Retirement Surviving Spouse Coverage

Eligibility

5 years of Vesting Service, or age 65.

Benefit

Upon the death of an active or terminated vested participant who was eligible for early retirement, 100% (50% for LLH and LLS) of the benefit he would have received had he retired with a Qualified Joint and Survivor Annuity the day preceding his death.

Upon the death of an active or terminated participant with vested rights who was not yet eligible for early retirement, 100% (50% for LLH and LLS) of the benefit he would have received had he terminated the day preceding his death, lived to early retirement age, and retired with a Qualified Joint and Survivor Annuity.

Normal Form of Benefit

Life annuity for unmarried participants; actuarially reduced Qualified Joint and Survivor Annuity for married participants (unless the participant and spouse elect otherwise).

Optional Forms of Benefits

A participant may elect an optional form of benefit if the value of the vested benefit is between $1,000 and $5,000.

(1) Life annuity
(2) Life annuity with period certain of 5, 10, 15, or 20 years
(3) Social Security equalization
(4) 50% or 100% joint and survivor
(5) Optional lump sum if value between $1,000 and $5,000

In addition, other optional forms are available for former Leslie Locke employees.

Maximum Benefit

The maximum benefit used to determine Plan benefits is limited as required by IRC Section 415(b). The limit for 2016 is $210,000.

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Current Plan Provisions by Location – Dollar Multipliers

Location [Prior svc date]	No.	Dollar Multipliers				Alternate Minimum Dollar Multiplier	
		Effective Date	Amount	Effective Date	Amount	Effective Age	Amount
Baltimore [7/12/1993]	722	4/19/1970	$16.00	7/12/2005	$33.25	58	$17.52
		7/12/1993	$17.00	7/12/2006	$34.75		
		7/12/1994	$18.00	7/12/2007	$36.25		
		7/12/1995	$19.15	7/12/2008	$37.75		
		7/12/1996	$20.55	7/12/2009	$40.75		
		7/12/1997	$21.80	7/12/2010	$41.75		
		7/12/1998	$23.05	7/12/2011	$42.75		
		7/12/1999	$24.75	7/12/2012	$43.75		
		7/12/2000	$26.50	7/12/2013	$44.75		
		7/12/2001	$27.50	7/12/2014	$45.50		
		7/12/2002	$28.50	7/12/2015	$46.25		
		7/12/2003	$29.50	7/12/2016	$47.25		
		7/12/2004	$31.50	7/12/2017	$48.25		
Baltimore [4/17/1993]	723	4/17/1970	$16.00	3/1/2004	$30.75	58	$17.50
		4/17/1993	$17.00	3/1/2005	$32.50		
		4/17/1994	$18.00	3/1/2006	$34.00		
		4/17/1995	$19.00	3/1/2007	$35.50		
		4/17/1996	$20.50	3/1/2008	$37.00		
		3/1/1997	$21.75	3/1/2009	$38.25		
		3/1/1998	$23.00	3/1/2010	$39.50		
		3/1/1999	$24.25	3/1/2011	$40.75		
		2/29/2000	$25.50	3/1/2012	$42.00		
		3/1/2001	$26.75	3/12/2013	$42.75		
		3/1/2002	$28.00	3/12/2014	$43.50		
		3/1/2003	$29.25	3/12/2017	$45.00		
Dallas [1/18/1996]	725	11/7/1970	$16.00	1/18/2006	$30.25	None	None
		1/18/1996	$17.50	1/18/2007	$31.50		
		1/18/1997	$19.00	1/18/2008	$32.75		
		1/18/1998	$20.50	1/18/2009	$34.00		
		1/18/1999	$21.75	1/18/2010	$35.50		
		1/18/2000	$22.75	1/18/2011	$37.00		
		1/18/2001	$24.00	6/28/2012	$39.00		
		1/18/2002	$25.25	6/28/2013	$41.00		
		1/18/2003	$26.50	6/28/2014	$43.00		
		1/18/2004	$27.75	6/28/2015	$45.00		
		1/18/2005	$29.00	6/28/2016	$47.00		
Erie Lake [3/15/1994]	729	3/15/1970	$15.50	3/1/2002	$27.00	61	$17.18
		3/15/1994	$16.75	3/1/2003	$28.00		
		3/15/1995	$18.00	3/1/2004	$29.00		
		3/15/1996	$19.25	3/1/2005	$30.00		
		3/15/1997	$20.50	3/1/2006	$31.00		
		3/15/1998	$22.00	3/1/2007	$32.00		
		3/15/1999	$23.25	3/1/2008	$33.00		
		3/15/2000	$24.50	3/1/2009	$34.00		
		3/15/2001	$26.00	3/1/2010	$35.00		

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Current Plan Provisions by Location – Dollar Multipliers (continued)

Location [Prior svc date]	No.	Dollar Multipliers				Alternate Minimum Dollar Multiplier	
		Effective Date	Amount	Effective Date	Amount	Effective Age	Amount
Minneapolis [4/1/1994]	745	4/1/1970	$13.50	4/15/2005	$32.00	61	$15.18
		4/1/1994	$14.75	4/15/2006	$32.50		
		4/1/1995	$16.00	4/15/2007	$33.00		
		4/1/1996	$17.25	4/15/2008	$33.50		
		4/1/1997	$18.50	4/15/2009	$34.00		
		4/1/1998	$20.00	4/15/2010	$34.50		
		4/1/1999	$21.25	4/15/2011	$36.50		
		4/1/2000	$22.50	4/15/2012	$38.50		
		4/1/2001	$24.00	4/15/2013	$40.50		
		4/15/2002	$26.00	4/15/2014	$42.50		
		4/15/2003	$28.00	4/15/2015	$44.50		
		4/15/2004	$30.00				
Minneapolis [4/1/1994]	746	4/1/1970	$13.50	4/1/2005	$32.00	61	$15.18
		4/1/1994	$14.75	4/1/2006	$34.00		
		4/1/1995	$16.00	4/1/2007	$36.00		
		4/1/1996	$17.25	4/1/2008	$38.00		
		4/1/1997	$18.50	4/1/2009	$40.00		
		3/15/1998	$19.75	4/1/2010	$41.00		
		3/15/1999	$21.00	4/1/2011	$43.00		
		3/15/2000	$22.25	4/1/2012	$45.00		
		3/15/2001	$23.50	4/1/2013	$47.00		
		4/1/2002	$26.00	4/1/2014	$49.00		
		4/1/2003	$28.00	4/1/2015	$51.00		
		4/1/2004	$30.00				
Mobile [7/15/1993]	747	7/15/1968	$15.00	7/17/2005	$33.00	61	$16.68
		7/15/1993	$16.25	7/17/2006	$34.50		
		7/15/1994	$17.50	7/16/2007	$36.00		
		7/15/1995	$18.75	7/14/2008	$37.50		
		7/15/1996	$20.00	6/21/2011	$39.00		
		7/15/1997	$21.25	6/21/2012	$40.50		
		7/15/1998	$22.50	6/21/2013	$42.50		
		7/15/1999	$24.00	6/21/2014	$44.50		
		7/14/2000	$25.50	6/21/2015	$45.50		
		7/16/2001	$27.00	6/21/2016	$46.50		
		7/15/2002	$28.50	6/21/2017	$47.00		
		7/14/2003	$30.00	6/21/2018	$47.50		
		7/12/2004	$31.50				
Savannah [10/29/1993]	749	10/29/1968	$14.50	11/15/2005	$34.00	61	$16.68
		10/29/1993	$15.75	11/15/2006	$35.75		
		10/29/1994	$17.00	11/15/2007	$37.50		
		10/29/1995	$18.25	1/15/2009	$39.00		
		10/29/1996	$19.50	1/15/2010	$40.50		
		10/29/1997	$21.00	1/15/2011	$42.00		
		10/29/1998	$22.25	1/15/2012	$43.50		
		10/29/1999	$23.50	1/15/2013	$45.00		
		10/29/2000	$25.00	1/15/2014	$46.00		
		10/29/2001	$26.75	1/15/2015	$47.00		
		10/29/2002	$28.50	1/15/2016	$48.00		
		10/29/2003	$30.25	1/15/2017	$49.00		
		10/29/2004	$32.00	1/15/2018	$50.00		

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Current Plan Provisions by Location – Dollar Multipliers (continued)

Location [Prior svc date]	No.	Dollar Multipliers				Alternate Minimum Dollar Multiplier	
		Effective Date	Amount	Effective Date	Amount	Effective Age	Amount
Savannah [10/9/1993]	750	10/9/1969	$15.00	10/9/2005	$33.00	61	$16.68
		10/9/1993	$16.25	10/9/2006	$34.50		
		10/9/1994	$17.50	10/9/2007	$36.00		
		10/9/1995	$18.75	10/4/2008	$37.50		
		10/9/1996	$20.00	10/4/2009	$38.00		
		10/9/1997	$21.50	10/4/2010	$39.50		
		10/9/1998	$22.75	10/4/2011	$40.00		
		10/9/1999	$24.00	10/4/2012	$41.50		
		10/8/2000	$25.50	10/3/2013	$42.50		
		10/9/2001	$27.00	10/3/2014	$43.50		
		10/9/2002	$28.50	10/3/2015	$44.50		
		10/9/2003	$30.00	10/3/2016	$45.50		
		10/9/2004	$31.50	10/3/2017	$46.50		
Tampa [8/31/1995]	752	3/15/1970	$15.75	9/1/2004	$29.00	None	None
		8/31/1995	$17.25	9/1/2005	$30.00		
		8/31/1996	$18.75	9/1/2006	$31.00		
		8/31/1997	$20.00	8/4/2007	$32.50		
		8/31/1998	$21.25	8/4/2008	$34.00		
		8/31/1999	$22.50	8/4/2009	$35.00		
		8/31/2000	$23.75	8/5/2010	$36.00		
		8/31/2001	$25.00	10/29/2012	$38.00		
		8/31/2002	$26.25	10/29/2014	$39.00		
		9/1/2003	$28.00	10/29/2016	$40.00		
Mt. Vernon [8/1/1993]	780	12/1/1972	$18.00	8/5/2002	$26.00	None	None
		8/1/1993	$20.00	8/4/2003	$27.00		
		8/1/1994	$21.00	8/2/2004	$28.00		
		8/1/1995	$23.00	8/1/2005	$29.00		
		8/1/1996	$24.00	8/1/2006	$30.00		
		8/2/1998	$25.00				
Chester [8/1/1993]	799	12/13/1979	$16.50	8/1/1997	$23.50	None	None
		8/1/1993	$18.50	8/2/1998	$25.00		
		8/1/1994	$19.50	8/5/2002	$26.00		
		8/1/1995	$21.50	8/1/2003	$27.00		
		8/1/1996	$22.50				
Fontana [8/1/1993]	801	11/1/1980	$16.00	8/3/1998	$24.00	None	None
		8/1/1993	$18.00	8/1/2002	$26.00		
		8/1/1994	$19.00	8/5/2003	$27.00		
		8/1/1995	$20.00	8/2/2004	$28.00		
		8/1/1996	$21.00	8/1/2005	$29.00		

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Current Plan Provisions by Location – Dollar Multipliers (continued)

Location [Prior svc date]	No.	Dollar Multipliers				Alternate Minimum Dollar Multiplier	
		Effective Date	Amount	Effective Date	Amount	Effective Age	Amount
Nashville [9/1/1993]	805	9/1/1985	$16.00	3/18/1996	$23.00	None	None
		9/1/1993	$18.00	3/16/1998	$24.00		
		9/1/1994	$20.00	3/15/1999	$25.00		
		3/18/1995	$22.00	3/17/2003	$26.00		
Shutdown Locations							
St. Louis	748	4/1/1969	$ 8.00				
		4/1/1981	$ 9.00				
		4/1/1982	$ 9.50				
		4/1/1983	$10.00				
		4/1/1984	$11.00				
South Bound Brook	751	6/3/1970	$13.00				
		5/3/1990	$13.25				
		11/3/1990	$13.50				
		5/3/1991	$13.75				
		5/3/1993	$14.45				
Irwindale	804	5/2/1985	$13.60				

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Part V - Summary of Plan Provisions (continued)

Current Plan Provisions by Location – Miscellaneous

		Early Retirement		Disability		
Location	No.	Eligibility	Reduction	Eligibility	Reduction	Union Status
Baltimore	722	55/10	1/2%	50/10	None	Union
Baltimore	723	55/10	1/2%	55/10 or 50/15	None	Union
Dallas	725	55/10	1/2%	55/10 or 50/15	None	Union
Erie Lake	729	55/10	1/2%	55/10 or 50/15	None	Union
Minneapolis	745	55/10	1/2%	55/10 or 50/15	None	Union
Minneapolis	746	55/10	1/2%	55/10 or 50/15	None	Union
Mobile	747	55/10	1/2%	55/10 or 50/15	None	Union
Savannah	749	55/10	1/2%	50/10	None	Union
Savannah	750	55/10	1/2%	50/10	None	Union
Tampa	752	55/10	1/2%	55/10 or 50/15	None	Union
Mt. Vernon	780	55/10	1/2%	55/10 or 50/15	None	Non-Union
Chester	799	55/10	1/3%	50/10	1/6%	Non-Union
Fontana	801	55/10	1/2%	55/10 or 50/15	None	Non-Union
Nashville	805	55/10	1/2%	55/10 or 50/15	None	Non-Union
LLH	N/A	60/10	3/5%	10 years	None	N/A
LLS	N/A	55/15	1/2%	10 years	1/2%	N/A

Summary of Changes from the January 1, 2015 Valuation

The valuation was based on the same plan provisions as used in the previous valuation except for an increase in the benefit multipliers for the Mobile location.

Retirement Plan for Hourly Paid Employees of
GAF Materials LLC

EIN #47-5190378 Plan #003

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

December 31, 2016

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Date	(d) Cost	(e) Current Value
	Cash Equivalents	BIF Money Fund	$ 53,707	$ 53,707
	Mutual Funds			
	Equity Funds	Baron Growth Funds Ins	1,073,661	995,441
		Oakmark Global Select Fund I	913,019	999,573
		AMG Yacktman Focused Fund Inst	1,174,840	999,141
		First Eagle Global I	1,198,345	1,227,769
		Total equity funds	4,359,865	4,221,924
	Commingled Funds	FPA Crescent Fund	1,201,074	1,229,527
		Total commingled funds	1,201,074	1,229,527
	Private Investment Funds			
		Grosvenor Institutional	10,000,000	11,237,970
		Millenium International, LTD	5,412,566	19,360,752
		Senator Global Opportunities	10,000,000	15,341,738
		Ellington Credit Opportunities Fund, LTD	3,640,103	4,019,218
		Total private investment funds	29,052,669	49,959,678
		Total investments	$ 34,667,315	$ 55,464,836

Retirement Plan for Hourly Paid Employees of GAF Materials LLC
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Schedule SB, Line 32 - Schedule of Amortization Bases

Type of Base	Present Value of Remaining Installments as of January 1, 2016	Date Established	Remaining Installments	Shortfall Amortization Installment
Shortfall	$500,341	1/1/2016	7	$82,668
Shortfall	$304,354	1/1/2015	6	$56,954
Shortfall	$2,056,056	1/1/2014	5	$447,610
Shortfall	$1,665,091	1/1/2013	4	$443,717
Shortfall	($2,595,204)	1/1/2012	3	($902,825)
Shortfall	$714,648	1/1/2011	2	$365,067
Shortfall	$985,129	1/1/2010	1	$985,129