

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 24pt; font-weight: bold;">2017</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                                                   |
| For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u> |                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>A</b>                                                                                                 | This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> a multiemployer plan         </div> <div> <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)         </div> </div>            |
|                                                                                                          | <input checked="" type="checkbox"/> a single-employer plan <div style="margin-left: 150px;"><input type="checkbox"/> a DFE (specify) _____</div>                                                                                                                                                                                                                                  |
| <b>B</b>                                                                                                 | This return/report is: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> the first return/report<br/> <input type="checkbox"/> an amended return/report         </div> <div> <input type="checkbox"/> the final return/report<br/> <input type="checkbox"/> a short plan year return/report (less than 12 months)         </div> </div> |
| <b>C</b>                                                                                                 | If the plan is a collectively-bargained plan, check here. . . . . ▶ <input checked="" type="checkbox"/>                                                                                                                                                                                                                                                                           |
| <b>D</b>                                                                                                 | Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> Form 5558<br/> <input type="checkbox"/> special extension (enter description)         </div> <div> <input type="checkbox"/> automatic extension         </div> <div> <input type="checkbox"/> the DFVC program         </div> </div>            |

|                |                                                                                                                                                                                                                                                                                                                                                                                                           |                     |                                      |                   |           |                                 |                     |           |                                  |               |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------------------------|-------------------|-----------|---------------------------------|---------------------|-----------|----------------------------------|---------------|
| <b>Part II</b> | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                                                                                            |                     |                                      |                   |           |                                 |                     |           |                                  |               |
| <b>1a</b>      | Name of plan<br><u>BASF CORPORATION BARGAINING UNIT SAVINGS PLAN</u>                                                                                                                                                                                                                                                                                                                                      |                     |                                      |                   |           |                                 |                     |           |                                  |               |
|                | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><b>1b</b></td> <td>Three-digit plan number (PN) ▶</td> <td><u>005</u></td> </tr> <tr> <td><b>1c</b></td> <td>Effective date of plan</td> <td><u>01/01/2008</u></td> </tr> </table>                                                                                                                        | <b>1b</b>           | Three-digit plan number (PN) ▶       | <u>005</u>        | <b>1c</b> | Effective date of plan          | <u>01/01/2008</u>   |           |                                  |               |
| <b>1b</b>      | Three-digit plan number (PN) ▶                                                                                                                                                                                                                                                                                                                                                                            | <u>005</u>          |                                      |                   |           |                                 |                     |           |                                  |               |
| <b>1c</b>      | Effective date of plan                                                                                                                                                                                                                                                                                                                                                                                    | <u>01/01/2008</u>   |                                      |                   |           |                                 |                     |           |                                  |               |
| <b>2a</b>      | Plan sponsor's name (employer, if for a single-employer plan)<br>Mailing address (include room, apt., suite no. and street, or P.O. Box)<br>City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)<br><u>BASF CORPORATION</u><br><br><u>100 PARK AVENUE</u><br><u>FLORHAM PARK, NJ 07932</u>                                                             |                     |                                      |                   |           |                                 |                     |           |                                  |               |
|                | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><b>2b</b></td> <td>Employer Identification Number (EIN)</td> <td><u>16-1090809</u></td> </tr> <tr> <td><b>2c</b></td> <td>Plan Sponsor's telephone number</td> <td><u>973-245-6000</u></td> </tr> <tr> <td><b>2d</b></td> <td>Business code (see instructions)</td> <td><u>325100</u></td> </tr> </table> | <b>2b</b>           | Employer Identification Number (EIN) | <u>16-1090809</u> | <b>2c</b> | Plan Sponsor's telephone number | <u>973-245-6000</u> | <b>2d</b> | Business code (see instructions) | <u>325100</u> |
| <b>2b</b>      | Employer Identification Number (EIN)                                                                                                                                                                                                                                                                                                                                                                      | <u>16-1090809</u>   |                                      |                   |           |                                 |                     |           |                                  |               |
| <b>2c</b>      | Plan Sponsor's telephone number                                                                                                                                                                                                                                                                                                                                                                           | <u>973-245-6000</u> |                                      |                   |           |                                 |                     |           |                                  |               |
| <b>2d</b>      | Business code (see instructions)                                                                                                                                                                                                                                                                                                                                                                          | <u>325100</u>       |                                      |                   |           |                                 |                     |           |                                  |               |

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

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

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/09/2018 | GEORGE H. MUSKAL, EMPLOYEE BENEFITS                          |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

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

Form 5500 (2017)  
v. 170203

|                                                                                                                                                                                                                                                                                        |                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                               | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div> |
| <b>4</b> If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:<br><b>a</b> Sponsor's name<br><b>c</b> Plan Name | <b>4b</b> EIN<br><br><b>4d</b> PN                                                                                                                                |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                | <b>5</b> 2307                                                                                                                                                    |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                       |                                                                                                                                                                  |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year .....                                                                                                                                                                                                | <b>6a(1)</b> 1910                                                                                                                                                |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                                                                                                      | <b>6a(2)</b> 1921                                                                                                                                                |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                    | <b>6b</b> 47                                                                                                                                                     |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                     | <b>6c</b> 392                                                                                                                                                    |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                            | <b>6d</b> 2360                                                                                                                                                   |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....                                                                                                                                                                             | <b>6e</b> 11                                                                                                                                                     |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . ....                                                                                                                                                                                                                               | <b>6f</b> 2371                                                                                                                                                   |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                        | <b>6g</b> 2315                                                                                                                                                   |
| <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                             | <b>6h</b> 6                                                                                                                                                      |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                    | <b>7</b>                                                                                                                                                         |

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

2E 2F 2G 2J 2K 2R 3H

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

|                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

**a Pension Schedules**

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

**b General Schedules**

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ 0 **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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

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

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

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

**11c** Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 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 \_\_\_\_\_

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2017                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017 |                                                      |     |
| A Name of plan<br>BASF CORPORATION BARGAINING UNIT SAVINGS PLAN                            | B Three-digit plan number (PN) ▶                     | 005 |
|                                                                                            |                                                      |     |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>BASF CORPORATION                 | D Employer Identification Number (EIN)<br>16-1090809 |     |

|        |                                                 |
|--------|-------------------------------------------------|
| 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 |
| FID INV INST OPS CO                                                                                        |
| 04-2647786                                                                                                 |

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

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

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

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**(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

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

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

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

FID INV INST OPS CO

04-2647786

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 37 50 64<br>65 71   | RECORDKEEPER                                                                                      | 68754                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

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

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

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

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

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

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

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

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

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

**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<br>(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<br>(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<br>(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)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                                                                                                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2017</div><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

|                                                                                                 |                                                                            |            |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>BASF CORPORATION BARGAINING UNIT SAVINGS PLAN</u>                   | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> | <u>005</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>BASF CORPORATION</u> | <b>D</b> Employer Identification Number (EIN)<br><u>16-1090809</u>         |            |

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

|                                                                                           |                               |                                                                                                                                                        |
|-------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET INC TR PL</u>   |                               |                                                                                                                                                        |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                                                        |
| <b>c</b> EIN-PN <u>90-0735883-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>1237279</u></span>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2015 TR PL</u>  |                               |                                                                                                                                                        |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                                                        |
| <b>c</b> EIN-PN <u>90-0735891-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>3486470</u></span>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2020 TR PL</u>  |                               |                                                                                                                                                        |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                                                        |
| <b>c</b> EIN-PN <u>90-0735899-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>13839750</u></span> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2025 TR PL</u>  |                               |                                                                                                                                                        |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                                                        |
| <b>c</b> EIN-PN <u>90-0735963-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>16399743</u></span> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2030 TR PL</u>  |                               |                                                                                                                                                        |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                                                        |
| <b>c</b> EIN-PN <u>90-0735964-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>12330534</u></span> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2035 TR PL</u>  |                               |                                                                                                                                                        |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                                                        |
| <b>c</b> EIN-PN <u>90-0735965-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>10497112</u></span> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2040 TR PL</u>  |                               |                                                                                                                                                        |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                                                        |
| <b>c</b> EIN-PN <u>90-0735971-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>7041522</u></span>  |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTC TARGET RET 2045 TR PL

**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                             |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 90-0735972-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7799826 |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTC TARGET RET 2050 TR PL

**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                             |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 90-0735976-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7467748 |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTC TARGET RET 2055 TR PL

**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                             |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 90-0735978-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2437711 |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTC TARGET RET 2060 TR PL

**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                            |
|--------------------------------|------------------------|------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 45-3799736-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 988897 |
|--------------------------------|------------------------|------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD EXTENDED MARKET INDEX TR

**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                             |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 81-6324211-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4260031 |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD INSTITUTIONAL 500 INDEX TR

**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                              |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 81-6327546-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22413175 |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: EMERGING MARKETS EQUITY TRUST

**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

|                                |                        |                                                                                                             |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 52-1309931-006 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2166500 |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|

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

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

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

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

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

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

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

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

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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2017</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><u>BASF CORPORATION BARGAINING UNIT SAVINGS PLAN</u>                                                                                                                                                                                            | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <u>005</u>                                                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>BASF CORPORATION</u>                                                                                                                                                                                 | <b>D</b> Employer Identification Number (EIN)<br><u>16-1090809</u>                                                                                                                                                                                                           |                                                                                           |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                                      |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                                                                                    |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                                      |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                               | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                                |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(1)</b> Employer contributions .....                                                            | <b>1b(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(2)</b> Participant contributions .....                                                         | <b>1b(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(3)</b> Other .....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                               |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(2)</b> U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(3)</b> Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(A)</b> Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(B)</b> All other .....                                                                         | <b>1c(3)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(4)</b> Corporate stocks (other than employer securities):                                      |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(A)</b> Preferred .....                                                                         | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(B)</b> Common .....                                                                            | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(5)</b> Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(6)</b> Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(7)</b> Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(8)</b> Participant loans .....                                                                 | <b>1c(8)</b>    | 9301494               | 10444137        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(9)</b> Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    | 85256532              | 112366298       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(10)</b> Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(11)</b> Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(12)</b> Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   | 55714023              | 70375640        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>(15)</b> Other .....                                                                            | <b>1c(15)</b>   | 52076220              | 49498534        |

|                    |                                                                  | (a) Beginning of Year | (b) End of Year     |
|--------------------|------------------------------------------------------------------|-----------------------|---------------------|
| <b>1d</b>          | Employer-related investments:                                    |                       |                     |
| (1)                | Employer securities .....                                        | <b>1d(1)</b>          |                     |
| (2)                | Employer real property .....                                     | <b>1d(2)</b>          |                     |
| <b>e</b>           | Buildings and other property used in plan operation .....        | <b>1e</b>             |                     |
| <b>f</b>           | Total assets (add all amounts in lines 1a through 1e) .....      | <b>1f</b>             | 202348269 242684609 |
| <b>Liabilities</b> |                                                                  |                       |                     |
| <b>g</b>           | Benefit claims payable .....                                     | <b>1g</b>             |                     |
| <b>h</b>           | Operating payables .....                                         | <b>1h</b>             |                     |
| <b>i</b>           | Acquisition indebtedness .....                                   | <b>1i</b>             |                     |
| <b>j</b>           | Other liabilities .....                                          | <b>1j</b>             |                     |
| <b>k</b>           | Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b>             | 0 0                 |
| <b>Net Assets</b>  |                                                                  |                       |                     |
| <b>l</b>           | Net assets (subtract line 1k from line 1f) .....                 | <b>1l</b>             | 202348269 242684609 |

**Part II Income and Expense Statement**

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

|               |                                                                                                        | (a) Amount      | (b) Total |
|---------------|--------------------------------------------------------------------------------------------------------|-----------------|-----------|
| <b>Income</b> |                                                                                                        |                 |           |
| <b>a</b>      | <b>Contributions:</b>                                                                                  |                 |           |
| (1)           | Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 13224174  |
|               | <b>(B)</b> Participants .....                                                                          | <b>2a(1)(B)</b> | 13714741  |
|               | <b>(C)</b> Others (including rollovers) .....                                                          | <b>2a(1)(C)</b> | 1169059   |
| (2)           | Noncash contributions .....                                                                            | <b>2a(2)</b>    |           |
| (3)           | Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    | 28107974  |
| <b>b</b>      | <b>Earnings on investments:</b>                                                                        |                 |           |
| (1)           | Interest:                                                                                              |                 |           |
|               | <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....   | <b>2b(1)(A)</b> | 15717     |
|               | <b>(B)</b> U.S. Government securities .....                                                            | <b>2b(1)(B)</b> |           |
|               | <b>(C)</b> Corporate debt instruments .....                                                            | <b>2b(1)(C)</b> |           |
|               | <b>(D)</b> Loans (other than to participants) .....                                                    | <b>2b(1)(D)</b> |           |
|               | <b>(E)</b> Participant loans .....                                                                     | <b>2b(1)(E)</b> | 376064    |
|               | <b>(F)</b> Other .....                                                                                 | <b>2b(1)(F)</b> | 42795     |
|               | <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                          | <b>2b(1)(G)</b> | 434576    |
| (2)           | Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |           |
|               | <b>(B)</b> Common stock .....                                                                          | <b>2b(2)(B)</b> |           |
|               | <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                              | <b>2b(2)(C)</b> | 3318170   |
|               | <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....              | <b>2b(2)(D)</b> | 3318170   |
| (3)           | Rents .....                                                                                            | <b>2b(3)</b>    |           |
| (4)           | Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |           |
|               | <b>(B)</b> Aggregate carrying amount (see instructions) .....                                          | <b>2b(4)(B)</b> |           |
|               | <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....              | <b>2b(4)(C)</b> | 0         |
| (5)           | Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |           |
|               | <b>(B)</b> Other .....                                                                                 | <b>2b(5)(B)</b> |           |
|               | <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....     | <b>2b(5)(C)</b> | 0         |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                             | 2b(6)  |            | 16651049  |
| (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) |            | 9701670   |
| c Other income .....                                                                           | 2c     |            | 1044404   |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 59257843  |

**Expenses**

|                                                                                     |       |          |          |
|-------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                 |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 18588062 |          |
| (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) |          | 18588062 |
| f Corrective distributions (see instructions) .....                                 | 2f    |          |          |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |          | 15375    |
| h Interest expense.....                                                             | 2h    |          |          |
| i Administrative expenses: (1) Professional fees .....                              | 2i(1) |          |          |
| (2) Contract administrator fees .....                                               | 2i(2) |          |          |
| (3) Investment advisory and management fees .....                                   | 2i(3) | 114759   |          |
| (4) Other .....                                                                     | 2i(4) | 68754    |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |          | 183513   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |          | 18786950 |

**Net Income and Reconciliation**

|                                                          |       |  |          |
|----------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 40470893 |
| l Transfers of assets:                                   |       |  |          |
| (1) To this plan.....                                    | 2l(1) |  |          |
| (2) From this plan .....                                 | 2l(2) |  | 134553   |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

☒ Yes ☐ No

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

(1) Name: COHNREZNICK LLP

(2) EIN: 22-1478099

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                         | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> 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.)                                          |     | X  |          |
| <b>d</b> 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.)                               |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?                                                                                                                                                                      | X   |    | 10000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?                                                                                       |     | X  |          |
| <b>g</b> 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?                                                    |     | X  |          |
| <b>h</b> 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?                                          |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)                                                                | X   |    |          |
| <b>j</b> 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.) |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?                                                                                                                                            |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)                                                                                                  |     | X  |          |
| <b>n</b> 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.                                     |     |    |          |

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

**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) |
|------------------------------------------|--------------|-------------|
| BASF CORPORATION RETIREMENT SAVINGS PLAN | 16-1090809   | 004         |
|                                          |              |             |
|                                          |              |             |
|                                          |              |             |

**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 \_\_\_\_\_. (See instructions.)

|                                                                                                                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------|--|
| <div>SCHEDULE R<br/>(Form 5500)<br/><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>                                                                                            |  | <div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div> |  | <div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div> |  |
| For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017                                                                                                                                                                                                                                         |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| A Name of plan<br>BASF CORPORATION BARGAINING UNIT SAVINGS PLAN                                                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                                                                                  |  | B Three-digit plan number (PN) ▶ 005                                                            |  |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>BASF CORPORATION                                                                                                                                                                                                                                                         |  |                                                                                                                                                                                                                                                                                                  |  | D Employer Identification Number (EIN)<br>16-1090809                                            |  |
| 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):<br>EIN(s): 04-6568107                                                                                   |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| 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                                                                                               |  |
| 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<br>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<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| 6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)                                                                                                                                                                                                  |  |                                                                                                                                                                                                                                                                                                  |  | 6a                                                                                              |  |
| b Enter the amount contributed by the employer to the plan for this plan year                                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                  |  | 6b                                                                                              |  |
| c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                  |  | 6c                                                                                              |  |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                      |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| 7 Will the minimum funding amount reported on line 6c be met by the funding deadline? Yes No N/A                                                                                                                                                                                                                                   |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| 8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A                                                          |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| Part III Amendments                                                                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| 9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. Increase Decrease Both No                                                                                          |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.                                                                                                                                                                                 |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| 10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? Yes No                                                                                                                                                                                                  |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| 11 a Does the ESOP hold any preferred stock? Yes No                                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) Yes No                                                                                                                                             |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market? Yes No                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| For Paperwork Reduction Act Notice, see the Instructions for Form 5500.                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |
| Schedule R (Form 5500) 2017 v. 170203                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                  |  |                                                                                                 |  |

**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.*

|          |                                                                                                                                                                                                                                                                                           |          |                                       |
|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------------------------------|
| <b>a</b> | Name of contributing employer                                                                                                                                                                                                                                                             |          |                                       |
| <b>b</b> | EIN                                                                                                                                                                                                                                                                                       | <b>c</b> | Dollar amount contributed by employer |
| <b>d</b> | Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box <input type="checkbox"/> and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____ |          |                                       |
| <b>e</b> | Contribution rate information (If more than one rate applies, check this box <input type="checkbox"/> 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: <input type="checkbox"/> Hourly <input type="checkbox"/> Weekly <input type="checkbox"/> Unit of production <input type="checkbox"/> Other (specify): _____                                                                                                        |          |                                       |
| <b>a</b> | Name of contributing employer                                                                                                                                                                                                                                                             |          |                                       |
| <b>b</b> | EIN                                                                                                                                                                                                                                                                                       | <b>c</b> | Dollar amount contributed by employer |
| <b>d</b> | Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box <input type="checkbox"/> and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____ |          |                                       |
| <b>e</b> | Contribution rate information (If more than one rate applies, check this box <input type="checkbox"/> 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: <input type="checkbox"/> Hourly <input type="checkbox"/> Weekly <input type="checkbox"/> Unit of production <input type="checkbox"/> Other (specify): _____                                                                                                        |          |                                       |
| <b>a</b> | Name of contributing employer                                                                                                                                                                                                                                                             |          |                                       |
| <b>b</b> | EIN                                                                                                                                                                                                                                                                                       | <b>c</b> | Dollar amount contributed by employer |
| <b>d</b> | Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box <input type="checkbox"/> and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____ |          |                                       |
| <b>e</b> | Contribution rate information (If more than one rate applies, check this box <input type="checkbox"/> 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: <input type="checkbox"/> Hourly <input type="checkbox"/> Weekly <input type="checkbox"/> Unit of production <input type="checkbox"/> Other (specify): _____                                                                                                        |          |                                       |
| <b>a</b> | Name of contributing employer                                                                                                                                                                                                                                                             |          |                                       |
| <b>b</b> | EIN                                                                                                                                                                                                                                                                                       | <b>c</b> | Dollar amount contributed by employer |
| <b>d</b> | Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box <input type="checkbox"/> and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____ |          |                                       |
| <b>e</b> | Contribution rate information (If more than one rate applies, check this box <input type="checkbox"/> 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: <input type="checkbox"/> Hourly <input type="checkbox"/> Weekly <input type="checkbox"/> Unit of production <input type="checkbox"/> Other (specify): _____                                                                                                        |          |                                       |
| <b>a</b> | Name of contributing employer                                                                                                                                                                                                                                                             |          |                                       |
| <b>b</b> | EIN                                                                                                                                                                                                                                                                                       | <b>c</b> | Dollar amount contributed by employer |
| <b>d</b> | Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box <input type="checkbox"/> and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____ |          |                                       |
| <b>e</b> | Contribution rate information (If more than one rate applies, check this box <input type="checkbox"/> 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: <input type="checkbox"/> Hourly <input type="checkbox"/> Weekly <input type="checkbox"/> Unit of production <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

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

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

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

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

- a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%
- b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

**BASF CORPORATION  
BARGAINING UNIT SAVINGS PLAN**

Financial Statements

(with Supplemental Information)

and Independent Auditor's Report

December 31, 2017 and 2016

# **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

## **Table of Contents**

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## Independent Auditor's Report

BASF Corporation as Plan Sponsor  
and Plan Administrator and Participant in the  
BASF Corporation Bargaining Unit Savings Plan

### *Report on the Financial Statements*

We were engaged to audit the accompanying financial statements of BASF Corporation Bargaining Unit Savings Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

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

### *Auditor's Responsibility*

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

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (“DOL”) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2017 and 2016, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

### *Disclaimer of Opinion*

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

*Other Matter*

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of December 31, 2017 is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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



Roseland, New Jersey  
September 28, 2018

**BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

|                                          | <u>2017</u>       | <u>2016</u>       |
|------------------------------------------|-------------------|-------------------|
| Assets:                                  |                   |                   |
| Investments at fair value                | \$ 182,742        | \$ 140,971        |
| BASF Stable Value Fund at contract value | <u>49,499</u>     | <u>52,076</u>     |
| Total investments                        | <u>232,241</u>    | <u>193,047</u>    |
| Receivables:                             |                   |                   |
| Notes receivable from participants       | 10,444            | 9,301             |
| Net assets available for benefits        | <u>\$ 242,685</u> | <u>\$ 202,348</u> |

See accompanying notes to financial statements.

# **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

## **Statements of Changes in Net Assets Available for Benefits**

Years Ended December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

|                                                                | <u>2017</u>       | <u>2016</u>       |
|----------------------------------------------------------------|-------------------|-------------------|
| Additions:                                                     |                   |                   |
| Contributions:                                                 |                   |                   |
| Participant                                                    | \$ 13,715         | \$ 12,451         |
| Employer                                                       | 13,224            | 12,689            |
| Rollovers                                                      | 1,169             | 800               |
| Total contributions                                            | <u>28,108</u>     | <u>25,940</u>     |
| Net investment income:                                         |                   |                   |
| Net appreciation in fair value of investments                  | 26,354            | 8,830             |
| Dividends and interest income                                  | 4,306             | 3,218             |
| Total net investment income                                    | <u>30,660</u>     | <u>12,048</u>     |
| Interest income on notes receivable from participants          | 376               | 319               |
| Total additions                                                | <u>59,144</u>     | <u>38,307</u>     |
| Deductions:                                                    |                   |                   |
| Distributions to participants                                  | 18,603            | 16,503            |
| Administrative expenses                                        | 69                | 62                |
| Total deductions                                               | <u>18,672</u>     | <u>16,565</u>     |
| Increase in net assets available for benefits before transfers | 40,472            | 21,742            |
| Transfer to BASF Corporation Retirement Savings Plan           | <u>(135)</u>      | <u>(79)</u>       |
| Net increase                                                   | 40,337            | 21,663            |
| Net assets available for benefits:                             |                   |                   |
| Beginning of year                                              | 202,348           | 180,685           |
| End of year                                                    | <u>\$ 242,685</u> | <u>\$ 202,348</u> |

See accompanying notes to financial statements.

## **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

### **Notes to Financial Statements**

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

#### **(1) Description of the Plan**

The following description of the BASF Corporation Bargaining Unit Savings Plan (the Plan) is provided for general information. Participants should refer to the Plan Document for a more complete description of the provisions of the Plan and detailed definitions of various Plan terms.

BASF Corporation (the Sponsor, the Company) administers the Plan through its Pension and Savings Plan Committee (the Plan Administrator) under the authority of the Pension and Benefits Committee of the Sponsor's Board of Directors. The Plan's assets are maintained under a trust agreement and are represented by ownership of shares in mutual funds, common/collective trusts and unallocated insurance contracts that are primarily managed by an affiliate of Fidelity Management Trust Company (the Trustee).

##### **(a) General**

The Plan is a defined contribution plan providing benefits to the Sponsor's eligible employees, as defined in the Plan Document. Employees become eligible to participate immediately upon commencing employment with the Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan became effective January 1, 2008. Although it has not expressed any intention to do so, the Sponsor reserves the right to amend or terminate the Plan at any time. If the Plan were terminated, participants would be paid their vested account balances.

Beginning in 2014, if a participant transfers to another position (within the Company or one of its affiliates) that is not covered by the Plan, that participant may become eligible to participate in the BASF Retirement Savings Plan or any other qualified pension plan maintained by the Company or affiliate (the Successor Plan). Such actively employed participants are permitted to initiate a loan, subject to review and approval from the Company, based on the total sum of their account balances in the plans in which they have been participants. In those instances, the participants' entire account balance will be transferred into the Successor Plan. In 2017 and 2016, transfers from the Plan into the BASF Corporation Retirement Savings Plan comprised \$115,301 and \$79,154 in investments and \$19,252 and \$0 of participant loans, respectively.

##### **(b) Participant Contributions**

Participant contributions can consist of "pre-tax contributions," which reduce the participant's taxable compensation, "after-tax contributions," which do not reduce a participant's taxable compensation, or "rollovers," which are transfers from other qualified retirement plans.

Participants may elect to contribute, through payroll deductions, between 1% and 50% of their compensation on a pre-tax or after-tax basis. The dollar amount of a participant's contributions cannot exceed certain Plan and Internal Revenue Service (IRS) limits. Participants direct how monies contributed are invested. Eligible compensation is defined as W-2 earnings (subject to certain

## **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

### **Notes to Financial Statements**

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

adjustments), not to exceed \$270,000 and \$265,000, effective for 2017 and 2016, respectively, as adjusted by the IRS. For purposes of the Plan, compensation means base pay (before any reductions for before-tax contributions to the Plan or any other Sponsor plan) plus overtime, commissions, awards, shift premiums and other types of base payments. Compensation does not include moving expense reimbursements, payments to attract new or retain employees, benefits credits for any Company sponsored health plan or any other similar special compensation payments. Pre-tax contributions were limited by the IRS to \$18,000 for 2017 and 2016. As a result of Economic Growth and Tax Relief Reconciliation Act, participants who attained age 50 on or before the end of the Plan year are limited to pre-tax contributions of \$24,000 effective for 2017 and 2016. These limits will be subject to change in future years to be consistent with IRS limits.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set depending on the applicable collective bargaining unit and their contributions invested in a designated default investment fund until changed by the participant.

Additionally, participants may make rollover contributions to the Plan. A rollover contribution is a transfer from another tax qualified plan such as qualified retirement plans, individual retirement accounts or annuities, eligible government retirement plans or certain annuity contracts.

Effective January 1, 2016, for any participant who has elected to make participating contributions (taking into account such participant's before-tax contributions, Roth contributions, after-tax contributions and/or any catch-up contributions on before-tax or Roth contributions) of less than the percentage of compensation that is set forth as the maximum employee participating contribution percentage in the schedule of benefits applicable to the employee group of which such participant is a member, the Sponsor will automatically increase such participant's contribution election to the maximum employee participating contribution percentage applicable to such participant, in the manner and according to the hierarchy described in the Plan Document, effective as of the first paycheck on or after May 13, 2016, unless the participant, after reasonable notice received prior to May 13, 2016, affirmatively elects not to have such increase made on his or her behalf.

#### **(c) *Sponsor Contributions***

The Sponsor matches contributions up to a maximum percent of compensation as set forth in the "Maximum Employee Participating Contribution Percentage" in the Schedule of Benefits applicable to the employee group of which such participant is a member. The Sponsor will also make an employer retirement contribution equal to a maximum of 1.5% of the compensation of each participant in the Plan who is an employee of the Company for each pay period, or such other percentage of compensation as set forth in the Schedule of Benefits applicable to the employee group of which such employee is a member.

## **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

### **Notes to Financial Statements**

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

**(d) “415 Limitation”**

Under Section 415 of the Internal Revenue Code (the Code), the annual additions to a participant’s account under the Plan (plus annual additions to any other qualified defined contribution plan in which they participate) may not exceed the lesser of \$54,000 and \$53,000 for 2017 and 2016, respectively, or 100% of covered compensation. To meet this limitation, the Plan may be required to refund after-tax, pre-tax or Sponsor contributions, in that order, that had previously been made.

**(e) Vesting**

Participants are vested immediately in their contributions, as well as, the Sponsor’s matching contribution portion of their accounts plus actual earnings thereon. A participant becomes fully vested in the Sponsor’s contributions of Employer Retirement Contributions after a period of three years.

**(f) Notes Receivable from Participants**

Participants may apply to the Plan Administrator to borrow from the Plan up to one-half of the value of the participant’s vested account balances, but not more than \$50,000. Loans are evidenced by promissory notes and are repayable through payroll deductions over a period of up to 1) 60 months for general purpose loans, and 2) 360 months for loans used for the purchase of primary residences. Loans are repayable immediately (within 60 days) upon termination of the participant’s employment. These loans have maturity dates that range from January 2018 until September 2037 and interest rates ranging from 3.25% to 8.50%.

**(g) Distribution - Termination and Retirement**

On termination of service due to death, disability, or retirement, benefits are paid in the following manner:

- Accounts of \$1,000 or less: A participant receives an immediate lump-sum payment.
- Retirement or Disability: Participant may elect to receive an immediate lump-sum payment, payments in installment form, or defer payments until age 70 ½.
- Severance from Service: Participant may receive a lump-sum payment or defer payments until age 70 ½.

**(h) Forfeited Accounts**

At December 31, 2017 and 2016, forfeited non-vested accounts totaled \$9,022 and \$9,676, respectively. Forfeited non-vested accounts will be used to reduce future employer contributions. Employer contributions were reduced by \$57,488 and \$47,071 from forfeited non-vested accounts during the years ended December 31, 2017 and 2016, respectively.

## **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

### **Notes to Financial Statements**

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

## **(2) Summary of Significant Accounting**

### **(a) Basis of Accounting**

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

Investment contracts held by a defined contribution plan are required to be reported at fair value except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the Plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through an insurance contract.

### **(b) Valuation of Investments**

The Plan's investments are stated at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value), which has been determined based on the fair value of the underlying investments. Fair value is the price that would be received from selling an asset or paid when transferring a liability in an orderly transaction between market participants at the measurement date. See Note 5 "Fair Value Measurements" for discussion of fair value measurements.

### **(c) Security Transactions**

Purchases and sales of securities are recorded on a trade-date basis. The Plan's gains and losses on investments purchased or sold or held during the year are included in net appreciation in fair value of investments.

### **(d) Investment Income**

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

### **(e) Risks and Uncertainties**

The Plan utilizes various investment securities including common/collective trusts, mutual funds and insurance contracts. Investment securities, in general, are exposed to various risks, such as interest-rate risk, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the financial statements.

## **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

### **Notes to Financial Statements**

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

**(f) Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2017 or 2016.

**(g) Payment of Benefits**

Benefits are recorded when paid.

**(h) Administrative Fees**

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

**(i) Use of Estimates**

The preparation of financial statements in accordance with GAAP requires the Plan Sponsor to make estimates, assumptions and valuations that affect the amounts reported in the financial statements and accompanying footnotes. Actual results could differ from those estimates.

**(j) Subsequent Events**

The Plan has evaluated subsequent events through September 28, 2018, which is the date the financial statements were available to be issued.

**(3) Federal Income Tax Status**

The IRS has determined and informed the Sponsor by letter dated July 26, 2017 that the Plan and the related trust are designed in accordance with applicable sections of the Code. The Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with applicable requirements of the Code. Accordingly, the Plan's financial statements do not include a provision for income taxes.

**(4) Fully Benefit-Responsive Investment Contracts**

The Plan holds a portfolio of investment contracts that comprises a portfolio of synthetic investment contracts. These contracts meet the fully benefit-responsive investment contract criteria and, therefore, are reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under each contract, plus earnings, less participant withdrawals and administrative expenses.

## **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

### Notes to Financial Statements

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

A synthetic investment contract includes a wrapper contract, which is an agreement for the wrap issuer, such as a bank or insurance company, to make payments to the Plan in certain circumstances. The wrapper contract typically includes certain conditions and limitations on the underlying assets owned by the Plan. With traditional investment contracts, the Plan owns only the contract itself. Synthetic investment contracts are designed to accrue interest based on crediting rates established by the contract issuers.

The synthetic investment contracts held by the Plan include wrapper contracts that provide a guarantee that the crediting rate will not fall below 0%. Cash flow volatility (for example, timing of benefit payments) as well as asset underperformance can be passed through to the Plan through adjustments to future contract crediting rates. Formulas are provided in each contract that adjust renewal crediting rates to recognize the difference between the fair value and the book value of the underlying assets. Crediting rates are reviewed monthly for resetting.

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

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

1. The Plan's failure to qualify under Section 401(a) of the Code or the failure of the trust to be tax-exempt under Section 501(a) of the Code
2. Premature termination of the contracts
3. Plan termination or merger
4. Changes to the Plan's prohibition on competing investment options
5. Bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spinoffs of a subsidiary) that significantly affect the Plan's normal operations.

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

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

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

## BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

### Notes to Financial Statements

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

#### (5) Fair Value Measurements

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

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

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

The following is a description of the valuation methodologies used for determining an asset's fair value. There have been no changes from prior years in the methodologies used at December 31, 2017 and 2016.

- *Mutual Funds*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Common/Collective Trusts*: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

The preceding 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.

# **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

## Notes to Financial Statements

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

Below is an asset summary by level (as defined by FASB ASC 820), at fair value as of December 31, 2017 and 2016:

### **Assets at Fair Value as of December 31, 2017**

|                                             |    | 2017           |                |                |              |
|---------------------------------------------|----|----------------|----------------|----------------|--------------|
|                                             |    | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | <u>Total</u> |
| Mutual funds                                | \$ | 70,375         | \$ —           | \$ —           | \$ 70,375    |
| Total assets in the fair value hierarchy    |    | 70,375         | —              | —              | 70,375       |
| Investments measured at net asset value (a) |    | —              | —              | —              | 112,367      |
| Total investments at fair value             | \$ | —              | \$ —           | \$ —           | \$ 182,742   |

### **Assets at Fair Value as of December 31, 2016**

|                                             |    | 2016           |                |                |              |
|---------------------------------------------|----|----------------|----------------|----------------|--------------|
|                                             |    | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | <u>Total</u> |
| Mutual funds                                | \$ | 55,713         | \$ —           | \$ —           | \$ 55,713    |
| Total assets in the fair value hierarchy    |    | 55,713         | —              | —              | 55,713       |
| Investments measured at net asset value (a) |    | —              | —              | —              | 85,258       |
| Total investments at fair value             | \$ | —              | \$ —           | \$ —           | \$ 140,971   |

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

# **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

## **Notes to Financial Statements**

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

The following table presents the Plan's common/collective trust investments with reported NAV at December 31, 2017:

|                                             | <u>Fair Value</u> | <u>Unfunded<br/>Commitment</u> | <u>Redemption<br/>Frequency</u> | <u>Redemption<br/>Notice Period</u> |
|---------------------------------------------|-------------------|--------------------------------|---------------------------------|-------------------------------------|
| Vanguard Target Retirement Funds            | \$ 82,291         | None                           | Daily                           | 1 Day                               |
| Vanguard Target Retirement Income Fund      | 1,237             | None                           | Daily                           | 1 Day                               |
| Vanguard Institutional 500 Index Trust      | 22,413            | None                           | Daily                           | 1 Day                               |
| Vanguard Extended Market Index Trust        | 4,260             | None                           | Daily                           | 1 Day                               |
| T. Rowe Price Emerging Markets Equity Trust | 2,166             | None                           | Daily                           | 1 Day                               |
|                                             | <u>\$ 112,367</u> |                                |                                 |                                     |

The following table presents the Plan's common/collective trust investments with reported NAV at December 31, 2016:

|                                        | <u>Fair Value</u> | <u>Unfunded<br/>Commitment</u> | <u>Redemption<br/>Frequency</u> | <u>Redemption<br/>Notice Period</u> |
|----------------------------------------|-------------------|--------------------------------|---------------------------------|-------------------------------------|
| Vanguard Target Retirement Funds       | \$ 60,724         | None                           | Daily                           | 1 Day                               |
| Vanguard Target Retirement Income Fund | 1,295             | None                           | Daily                           | 1 Day                               |
| Vanguard Institutional 500 Index Trust | 19,559            | None                           | Daily                           | 1 Day                               |
| Vanguard Extended Market Index Trust   | 3,680             | None                           | Daily                           | 1 Day                               |
|                                        | <u>\$ 85,258</u>  |                                |                                 |                                     |

## BASF CORPORATION BARGAINING UNIT SAVINGS PLAN

### Notes to Financial Statements

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

#### (6) Certification by the Plan Trustee (Unaudited)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2017 and 2016, and investment income and interest income on notes receivable from participants for the years then ended, that is disclosed in the accompanying financial statements and supplemental schedule, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee of the Plan.

|                                    | <u>2017</u>       | <u>2016</u>       |
|------------------------------------|-------------------|-------------------|
| Investments:                       |                   |                   |
| Common/collective trusts           | \$ 112,367        | \$ 85,258         |
| Mutual funds                       | 70,375            | 55,713            |
| BASF Stable Value Fund             | 49,499            | 52,076            |
| Total investments                  | <u>232,241</u>    | <u>193,047</u>    |
| Notes receivable from participants | <u>10,444</u>     | <u>9,301</u>      |
| Total                              | <u>\$ 242,685</u> | <u>\$ 202,348</u> |

Supplemental Schedule: All investment balances and information are included in the Schedule H, Line 4i – Schedule of Assets (Held at End of Year).

|                                                       | <u>2017</u>      | <u>2016</u>      |
|-------------------------------------------------------|------------------|------------------|
| Net investment income:                                |                  |                  |
| Net appreciation in fair value of investments         | \$ 26,354        | \$ 8,830         |
| Dividends and interest income                         | <u>4,306</u>     | <u>3,218</u>     |
| Total net investment income                           | <u>\$ 30,660</u> | <u>\$ 12,048</u> |
| Interest income on notes receivable from participants | \$ 376           | \$ 319           |

#### (7) Permitted Party-in-Interest Transactions

Certain Plan investments represent shares or units of funds managed by Fidelity Investment Trust Company as of December 31, 2017 and 2016. Transactions in these funds qualify as permitted party-in-interest transactions.

#### (8) Benefits Payable to Participants

The Plan had no benefits payable to participants at December 31, 2017 and 2016.

## **BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

### Notes to Financial Statements

December 31, 2017 and 2016

(Dollars in thousands, except for Note 1)

#### **(9) Plan Termination**

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

#### **(10) Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of investment income per the financial statements for the year ended December 31, 2016 to Form 5500:

|                                                                                                                 |    |                      |
|-----------------------------------------------------------------------------------------------------------------|----|----------------------|
| Investment income per the financial statements                                                                  | \$ | 12,048               |
| Net change in adjustment from contract value to fair value<br>for fully benefit-responsive investment contracts |    | <u>(620)</u>         |
| Investment income per the Form 5500                                                                             | \$ | <u><u>11,428</u></u> |

**BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

EIN 16-1090809

Plan #005

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

December 31, 2017

(In thousands)

| (a) | (b)<br>Identity of issue,<br>borrower, lessor, or<br>similar party | (c)<br>Description of investment<br>including maturity date, rate of<br>interest, collateral, par or<br>maturity value                     | (d) Cost | (e)<br>Current<br>value |
|-----|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------------|
| *   | BASF Stable Value Fund                                             |                                                                                                                                            |          |                         |
|     | Prudential Ins Co America                                          | Unallocated Insurance Contract                                                                                                             | **       | \$ 7,526                |
|     | Transamerica Premier Life                                          | Unallocated Insurance Contract                                                                                                             | **       | 6,089                   |
|     | State St Bk & Tr Co Boston                                         | Unallocated Insurance Contract                                                                                                             | **       | 7,269                   |
|     | Chase Manhattan Bank                                               | Unallocated Insurance Contract                                                                                                             | **       | 6,395                   |
|     | Nationwide Life Insurance Co                                       | Unallocated Insurance Contract                                                                                                             | **       | 2,637                   |
|     | American General Life                                              | Unallocated Insurance Contract                                                                                                             | **       | 4,594                   |
|     | Metropolitan Life Inc Co                                           | Unallocated Insurance Contract                                                                                                             | **       | 6,583                   |
|     | United of Omaha                                                    | Unallocated Insurance Contract                                                                                                             | **       | 5,764                   |
|     | Fidelity Stif                                                      | Unallocated Insurance Contract                                                                                                             | **       | 1,570                   |
|     | New York Life Insurance Co                                         | Unallocated Insurance Contract                                                                                                             | **       | 1,100                   |
|     | Other                                                              | Unallocated Insurance Contract                                                                                                             | **       | (28)                    |
|     | Total BASF Stable Value                                            |                                                                                                                                            | **       | 49,499                  |
|     | Vanguard Target Retirement Income Fund                             | Common/Collective Trust                                                                                                                    | **       | 1,237                   |
|     | Vanguard Target Retirement 2015                                    | Common/Collective Trust                                                                                                                    | **       | 3,486                   |
|     | Vanguard Target Retirement 2020                                    | Common/Collective Trust                                                                                                                    | **       | 13,840                  |
|     | Vanguard Target Retirement 2025                                    | Common/Collective Trust                                                                                                                    | **       | 16,400                  |
|     | Vanguard Target Retirement 2030                                    | Common/Collective Trust                                                                                                                    | **       | 12,331                  |
|     | Vanguard Target Retirement 2035                                    | Common/Collective Trust                                                                                                                    | **       | 10,497                  |
|     | Vanguard Target Retirement 2040                                    | Common/Collective Trust                                                                                                                    | **       | 7,042                   |
|     | Vanguard Target Retirement 2045                                    | Common/Collective Trust                                                                                                                    | **       | 7,800                   |
|     | Vanguard Target Retirement 2050                                    | Common/Collective Trust                                                                                                                    | **       | 7,468                   |
|     | Vanguard Target Retirement 2055                                    | Common/Collective Trust                                                                                                                    | **       | 2,438                   |
|     | Vanguard Target Retirement 2060                                    | Common/Collective Trust                                                                                                                    | **       | 989                     |
|     | Vanguard Institutional 500 Index Trust                             | Common/Collective Trust                                                                                                                    | **       | 22,413                  |
|     | Vanguard Extended Market Index Trust                               | Common/Collective Trust                                                                                                                    | **       | 4,260                   |
|     | T. Rowe Price Emerging Markets Equity Trust                        | Common/Collective Trust                                                                                                                    | **       | 2,166                   |
|     | PIMCO Total Return Institutional Class                             | Mutual Fund                                                                                                                                | **       | 3,206                   |
|     | Vanguard Inflation-Protected Securities Institutional Shares       | Mutual Fund                                                                                                                                | **       | 609                     |
|     | Vanguard International Growth Admiral Shares                       | Mutual Fund                                                                                                                                | **       | 8,011                   |
|     | Vanguard Balanced Index Institutional Shares                       | Mutual Fund                                                                                                                                | **       | 10,621                  |
|     | Vanguard Windsor II Admiral Shares                                 | Mutual Fund                                                                                                                                | **       | 7,008                   |
|     | Vanguard PRIMECAP Admiral Shares                                   | Mutual Fund                                                                                                                                | **       | 19,951                  |
|     | Vanguard High-Yield Corporate Admiral Shares                       | Mutual Fund                                                                                                                                | **       | 2,055                   |
|     | Vanguard Selected Value                                            | Mutual Fund                                                                                                                                | **       | 3,705                   |
|     | T. Rowe Price Institutional Mid-Cap Equity Growth                  | Mutual Fund                                                                                                                                | **       | 15,209                  |
| *   | Participant loans                                                  | Promissory notes from participants with interest rates varying from 3.25% to 8.50% with maturity dates from January 2018 to September 2037 | **       | 10,444                  |
|     | Total                                                              |                                                                                                                                            |          | \$ 242,685              |

\* Represents party-in-interest.

\*\* Cost information is not required for participant-directed investment and, therefore, is not included.

See Independent Auditor's Report.

## Independent Auditor's Report

BASF Corporation as Plan Sponsor  
and Plan Administrator and Participant in the  
BASF Corporation Bargaining Unit Savings Plan

### *Report on the Financial Statements*

We were engaged to audit the accompanying financial statements of BASF Corporation Bargaining Unit Savings Plan (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

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

### *Auditor's Responsibility*

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

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (“DOL”) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2017 and 2016, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

### *Disclaimer of Opinion*

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

*Other Matter*

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of December 31, 2017 is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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



Roseland, New Jersey  
September 28, 2018

**BASF CORPORATION BARGAINING UNIT SAVINGS PLAN**

EIN 16-1090809

Plan #005

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

December 31, 2017

(In thousands)

| (a) | (b)<br>Identity of issue,<br>borrower, lessor, or<br>similar party | (c)<br>Description of investment<br>including maturity date, rate of<br>interest, collateral, par or<br>maturity value                     | (d) Cost | (e)<br>Current<br>value |
|-----|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------------|
| *   | BASF Stable Value Fund                                             |                                                                                                                                            |          |                         |
|     | Prudential Ins Co America                                          | Unallocated Insurance Contract                                                                                                             | **       | \$ 7,526                |
|     | Transamerica Premier Life                                          | Unallocated Insurance Contract                                                                                                             | **       | 6,089                   |
|     | State St Bk & Tr Co Boston                                         | Unallocated Insurance Contract                                                                                                             | **       | 7,269                   |
|     | Chase Manhattan Bank                                               | Unallocated Insurance Contract                                                                                                             | **       | 6,395                   |
|     | Nationwide Life Insurance Co                                       | Unallocated Insurance Contract                                                                                                             | **       | 2,637                   |
|     | American General Life                                              | Unallocated Insurance Contract                                                                                                             | **       | 4,594                   |
|     | Metropolitan Life Inc Co                                           | Unallocated Insurance Contract                                                                                                             | **       | 6,583                   |
|     | United of Omaha                                                    | Unallocated Insurance Contract                                                                                                             | **       | 5,764                   |
|     | Fidelity Stif                                                      | Unallocated Insurance Contract                                                                                                             | **       | 1,570                   |
|     | New York Life Insurance Co                                         | Unallocated Insurance Contract                                                                                                             | **       | 1,100                   |
|     | Other                                                              | Unallocated Insurance Contract                                                                                                             | **       | (28)                    |
|     | Total BASF Stable Value                                            |                                                                                                                                            | **       | 49,499                  |
|     | Vanguard Target Retirement Income Fund                             | Common/Collective Trust                                                                                                                    | **       | 1,237                   |
|     | Vanguard Target Retirement 2015                                    | Common/Collective Trust                                                                                                                    | **       | 3,486                   |
|     | Vanguard Target Retirement 2020                                    | Common/Collective Trust                                                                                                                    | **       | 13,840                  |
|     | Vanguard Target Retirement 2025                                    | Common/Collective Trust                                                                                                                    | **       | 16,400                  |
|     | Vanguard Target Retirement 2030                                    | Common/Collective Trust                                                                                                                    | **       | 12,331                  |
|     | Vanguard Target Retirement 2035                                    | Common/Collective Trust                                                                                                                    | **       | 10,497                  |
|     | Vanguard Target Retirement 2040                                    | Common/Collective Trust                                                                                                                    | **       | 7,042                   |
|     | Vanguard Target Retirement 2045                                    | Common/Collective Trust                                                                                                                    | **       | 7,800                   |
|     | Vanguard Target Retirement 2050                                    | Common/Collective Trust                                                                                                                    | **       | 7,468                   |
|     | Vanguard Target Retirement 2055                                    | Common/Collective Trust                                                                                                                    | **       | 2,438                   |
|     | Vanguard Target Retirement 2060                                    | Common/Collective Trust                                                                                                                    | **       | 989                     |
|     | Vanguard Institutional 500 Index Trust                             | Common/Collective Trust                                                                                                                    | **       | 22,413                  |
|     | Vanguard Extended Market Index Trust                               | Common/Collective Trust                                                                                                                    | **       | 4,260                   |
|     | T. Rowe Price Emerging Markets Equity Trust                        | Common/Collective Trust                                                                                                                    | **       | 2,166                   |
|     | PIMCO Total Return Institutional Class                             | Mutual Fund                                                                                                                                | **       | 3,206                   |
|     | Vanguard Inflation-Protected Securities Institutional Shares       | Mutual Fund                                                                                                                                | **       | 609                     |
|     | Vanguard International Growth Admiral Shares                       | Mutual Fund                                                                                                                                | **       | 8,011                   |
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|     | Vanguard Windsor II Admiral Shares                                 | Mutual Fund                                                                                                                                | **       | 7,008                   |
|     | Vanguard PRIMECAP Admiral Shares                                   | Mutual Fund                                                                                                                                | **       | 19,951                  |
|     | Vanguard High-Yield Corporate Admiral Shares                       | Mutual Fund                                                                                                                                | **       | 2,055                   |
|     | Vanguard Selected Value                                            | Mutual Fund                                                                                                                                | **       | 3,705                   |
|     | T. Rowe Price Institutional Mid-Cap Equity Growth                  | Mutual Fund                                                                                                                                | **       | 15,209                  |
| *   | Participant loans                                                  | Promissory notes from participants with interest rates varying from 3.25% to 8.50% with maturity dates from January 2018 to September 2037 | **       | 10,444                  |
|     | Total                                                              |                                                                                                                                            |          | \$ 242,685              |

\* Represents party-in-interest.

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See Independent Auditor's Report.