Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

1b Three-digit plan number (PN) ▶ 014

1c Effective date of plan 06/02/2014

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

BERRY GLOBAL, INC.

101 OAKLEY STREET
PO BOX 959
EVANSVILLE, IN 47706-0959

2b Employer Identification Number (EIN) 35-1814673

2c Plan Sponsor's telephone number 812-306-2520

2d Business code (see instructions) 325200

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/15/2019	DEBBIE JOCHIM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor 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:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	158
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	119
a(2) Total number of active participants at the end of the plan year	**6a(2)**	0
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	0
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

1A 1I 3H

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

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

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] 0 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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_____

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018

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

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

A Name of plan
BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 014

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

D Employer Identification Number (EIN)
35-1814673

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

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

Part I Basic Information

1 Enter the valuation date: Month 10 Day 01 Year 2017

2 Assets:

a Market value	**2a**	10508690
b Actuarial value	**2b**	10481883

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	26	2473658	2473658
b For terminated vested participants	14	250673	250673
c For active participants	119	4977873	5876778
d Total	159	7702204	8601109

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

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.04 %
6 Target normal cost	**6**	60000

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary — Date: 07/10/2019

THOMAS GRAHAM — Type or print name of actuary

17-05864 — Most recent enrollment number

CBIZ RETIREMENT PLAN SERVICES — Firm name

215-825-4022 — Telephone number (including area code)

1845 WALNUT STREET
14TH FLOOR
PHILADELPHIA, PA 19103

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	312068
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	312068
10	Interest on line 9 using prior year's actual return of 5.80 %	0	18100
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.23%		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	330168

Part III Funding Percentages

14	Funding target attainment percentage	14	118.02%
15	Adjusted funding target attainment percentage	15	121.86%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	121.03%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

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

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:	1st segment: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %	☐ N/A, full yield curve used
b Applicable month (enter code)			**21b**	0
22 Weighted average retirement age			**22**	60

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

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

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

a Target normal cost (line 6)	**31a**	60000
b Excess assets, if applicable, but not greater than line 31a	**31b**	60000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

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

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

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

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

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

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

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

For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018

A Name of plan
BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 014

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

D Employer Identification Number (EIN)
35-1814673

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

CBIZ RETIREMENT PLAN SERVICES

31-1582098

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	30342	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HARDING SHYMANSKI & COMPANY PSC

35-1346211

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	13400	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIFTH THIRD BANK

31-6854434

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	10258	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018

A Name of plan
BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 014

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

D Employer Identification Number (EIN)
35-1814673

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FIFTH THIRD EQUITY INDEX COMMINGLED

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
30-0194096-001	C	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018

A Name of plan
BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 014

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

D Employer Identification Number (EIN)
35-1814673

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	42317	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	124288	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	5807859	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	1246228	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1857586	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	1430412	0
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	10508690	0
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	10508690	0

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1612	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	177291	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		178903
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	33705	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		33705
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-429287	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-429287

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		222304
(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)		-16914
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		-11289
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	321559	
(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)		321559
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	44053	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	10258	
(4) Other	2i(4)	10902	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		65213
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		386772
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-398061
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		10110629

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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: HARDING SHYMANSKI & COMPANY PSC **(2)** EIN: 35-1346211

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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)
BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN	43-2107725	001

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 4133782. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018

A Name of plan
BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 014

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

D Employer Identification Number (EIN)
35-1814673

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): _____ _____

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** 0

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Report

September 30, 2018

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HARDING, SHYMANSKI & COMPANY, P.S.C.
Certified Public Accountants and Consultants

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An Independently Owned Member, RSM US Alliance

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

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees, which comprise the statements of net assets available for benefits as of September 30, 2018 and 2017, the related statements of changes in net assets available for benefits for the years then ended, the statement of accumulated Plan benefits as of September 30, 2017, the related statement of changes in accumulated Plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 5, which was certified by Fifth Third Bank, 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 certifications from the Trustee as of September 30, 2018 and 2017, and for the years ended September 30, 2018 and 2017, that the information provided to the Plan administrator by the Trustee is complete and accurate.

RSM US Alliance member firms are separate and independent businesses and legal entities that are responsible for their own acts and omissions, and each are separate and independent from RSM US LLP. RSM US LLP is the U.S. member firm of RSM International, a global network of independent audit, tax, and consulting firms. Members of RSM US Alliance have access to RSM International resources through RSM US LLP but are not member firms of RSM International.

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.

Emphasis of Matter

As discussed in Note 9 to the financial statements, the Retirement Plans Committee of Berry Global, Inc., the Plan's Sponsor, voted on July 15, 2018 to merge the Plan into the Berry Global, Inc. Defined Benefit Pension Plan effective September 30, 2018. All Plan assets and Plan liabilities were transferred to the Berry Global, Inc. Defined Benefit Pension Plan. Our disclaimer of opinion has not been modified with respect to this matter.

Other Matter

The supplemental schedule of reportable transactions as of September 30, 2018 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes 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 the supplemental schedule.

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

The form and content of the information included in the financial statements and the supplemental schedule, other than that derived from the information certified by the Trustee, has been audited by us in 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 ERISA.

Harding, Shymanski & Company, P.S.C.

Evansville, Indiana
July 12, 2019

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
September 30, 2018 and 2017

	2018	2017
ASSETS		
Investments at fair value	**$ 10,061,079**	$ 10,466,378
Accrued income	**49,550**	42,312
Total assets	**10,110,629**	10,508,690
LIABILITIES		
Due to Berry Global, Inc. Defined Benefit Pension Plan at fair value	**10,110,629**	0
Net assets available for benefits	**$ 0**	$ 10,508,690

See accompanying notes to the financial statements.

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

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended September 30, 2018 and 2017

	2018	2017
Additions (subtractions)		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	**$ (190,692)**	$ 384,072
Interest and dividends	**178,847**	200,123
Total additions (subtractions)	**(11,845)**	584,195
Deductions:		
Benefits paid to participants	**321,559**	232,273
Administrative expenses	**64,657**	68,078
Total deductions	**386,216**	300,351
Net increase (decrease)	**(398,061)**	283,844
Transfer to Berry Global, Inc. Defined Benefit Pension Plan	**(10,110,629)**	0
Beginning of period	**10,508,690**	10,224,846
End of period	**$ 0**	$ 10,508,690

See accompanying notes to the financial statements.

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

STATEMENT OF ACCUMULATED PLAN BENEFITS
September 30, 2017

Actuarial present value of accumulated Plan benefits	
Vested benefits:	
Participants and beneficiaries currently receiving payments	$ 2,649,271
Other participants	7,336,568
Total actuarial present value of accumulated Plan benefits [(a)]	$ 9,985,839

(a) The Plan was merged with the Berry Global, Inc. Defined Benefit Pension Plan effective September 30, 2018. The actuarial present value of Plan benefits, as of that date, was transferred into the Berry Global, Inc. Defined Benefit Pension Plan.

See accompanying notes to the financial statements.

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

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
Year Ended September 30, 2017

Actuarial present value of accumulated Plan benefits at beginning of period	$ 7,262,418
Increase (decrease) during the period attributable to:	
Interest accumulated	518,105
Benefits paid	(232,273)
Benefits accumulated	(173,079)
Change in actuarial assumptions	2,610,668
Net increase	2,723,421
Actuarial present value of accumulated Plan benefits at end of period	$ 9,985,839

See accompanying notes to the financial statements.

Note 1 – Plan Description

The following description of the Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General and Transfer of Assets

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

The Retirement Plans Committee (Committee) is responsible for oversight of the Plan. The Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance and reports to the Berry Global, Inc. Board of Managers.

The Committee consented by resolution on July 15, 2018 to merge the assets and liabilities of the Plan into the Berry Global, Inc. Defined Benefit Pension Plan. This was effective September 30, 2018 and assets were transferred out of this Plan and were deposited into the Berry Global, Inc. Defined Benefit Pension Plan.

Funding Policy

The Plan's funding policy is for the Company to contribute an amount at such times as the Committee determines which would meet or exceed the annual ERISA minimum funding requirement. The amount of the contribution to the Plan and the determination of the estimated accrued obligation for pension benefits are based on various assumptions made by an independent actuary as discussed in Note 3.

As there were no minimum funding requirements under ERISA for the years ended September 30, 2018 and 2017, the Company did not make any contributions to the Plan.

Note 1 – Plan Description (Continued)

Pension Benefits

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

Death and Disability Benefits

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

Upon death of the participant, beneficiaries will receive benefits as prescribed in the Plan agreement.

Vesting

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

Note 2 – Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

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

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

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

Subsequent Events

The Plan has evaluated subsequent events through July 12, 2019, the date the financial statements were available to be issued.

Note 2 – Significant Accounting Policies (Continued)

Recently Issued Accounting Standards

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

Note 3 – Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service that employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

Benefits under the Plan are based on the accrued benefit as of the date of the Plan freeze. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated Plan benefits.

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

Note 3 – Actuarial Present Value of Accumulated Plan Benefits (Continued)

The significant methods and assumptions underlying the actuarial computations of accumulated Plan benefits as of October 1, 2017 and October 1, 2016 are as follows:

Life Expectancy of Participants	RP-2014 Blue Collar Mortality Tables projected generationally from 2006 with Improvement Scale MP-2018 used for the year ended October 1, 2017 and RP-2014 Blue Collar Mortality Tables projected generationally from 2006 with Improvement Scale MP-2017 for the period ended October 1, 2016
Retirement Age Assumptions	Age 65
Assumed Interest	5% and 7.25% for the year ended October 1, 2017 and for the period ended October 1, 2016, respectively
Assumed Asset Valuation Method	Fair Market Value
Assumed Average Rates of Return	6%
Assumed Actuarial Cost Method	The present value of total accumulated benefits represents the present value of the benefits accumulated as of the valuation date. The present value is calculated by projecting future payments of the accrued benefit, adjusting for probability of receipt according to demographic assumptions, and discounting the payments back to the valuation date using the interest rate

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors may be applicable in determining the actuarial present value of accumulated Plan benefits. The computations of the actuarial present value of accumulated Plan benefits were made as of October 1, 2017 and 2016. Had the valuation been completed as of September 30, there would be no material differences.

Effective September 30, 2018, the Plan was merged with the Berry Global, Inc. Defined Benefit Pension Plan. As a result, net assets of $10,110,629 and accumulated benefits, as of the effective date, were transferred to the control of the Berry Global, Inc. Defined Benefit Pension Plan at September 30, 2018. The merger does not impact participant benefits as the benefit provisions were incorporated in the Berry Global, Inc. Defined Benefit Pension Plan.

Note 4 – Plan Termination

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

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

1. Benefits attributable to employee contributions, taking into account those paid out before termination.

2. Annuity benefits for participants, or their beneficiaries, who have been receiving payments for at least three years, or were eligible to retire for that three-year period and would have received benefits if they had retired. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

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

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

5. All nonvested benefits.

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

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

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

Note 4 – Plan Termination (Continued)

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

As discussed in Note 1, effective September 30, 2018, assets were transferred out of this Plan and were deposited into the Berry Global, Inc. Defined Benefit Pension Plan.

Note 5 – Summary of Financial Data Certified by the Trustee

The following is a summary of the Plan's financial information as of September 30, 2018 and 2017, and for the years then ended, included throughout the Plan's financial statements and the supplemental schedule, that was prepared by or derived from information provided by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following assets are complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and the supplemental schedule related to the following assets.

Net Assets Available for Benefits Held by Trustee	2018	2017
Investments at fair value	$ 10,061,079	$ 10,466,378
Accrued income	49,550	42,312
	$ 10,110,629	$ 10,508,690

Statements of Changes in Net Assets Available for Benefits		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	$ (190,692)	$ 384,072
Interest and dividends	178,847	200,123
	$ (11,845)	$ 584,195

Note 6 – Fair Value Measurements

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

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

Level 2 — Inputs to the valuation methodology include:

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

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

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

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

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used for the years ended September 30, 2018, and 2017.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

Note 6 – Fair Value Measurements (Continued)

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

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

Note 6 – Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2018 and 2017:

	Assets at Fair Value Measurements as of September 30, 2018			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 1,020,672	$ 0	$ 0	$ 1,020,672
Money market fund	81,158	0	0	81,158
Corporate bonds	6,268,869	0	0	6,268,869
Berry Global, Inc. common stock	1,221,848	0	0	1,221,848
Total assets in fair value hierarchy	$ 8,592,547	$ 0	$ 0	8,592,547
Investments measured as NAV [(a)]				1,468,532
Investments at fair value				$ 10,061,079

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

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

Note 6 – Fair Value Measurements (Continued)

Investments Measured Using the NAV per Share Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of September 30, 2018 and 2017:

	2018 Fair Value	2017 Fair Value	Redemption Frequency	Redemption Notice Period
Common collective trust	$ 1,468,532	$ 1,246,227	Daily	None

Note 7 – Interest in Berry Global Master Trust

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

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. As of September 30, 2018 and 2017, the Plan's interest in net assets of the Master Trust was approximately four percent for both Plan years. Total investment income (including net appreciation (depreciation) in the fair value hierarchy of investments) and administrative expenses relating to the Master Trust are allocated to the individual plans based upon the amount of the time the Plan's assets were invested in the Master Trust.

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

The following table presents the net assets of the Master Trust as of September 30, 2018 and 2017:

	2018	2017
Mutual funds	$ 22,089,243	$ 19,647,902
Money market funds	5,475,763	6,064,095
Corporate and treasury bonds	118,211,857	130,446,166
Common trust fund	67,358,537	61,408,957
Common stocks	42,992,096	51,282,413
Total net assets	$ 256,127,496	$ 268,849,533
Plan interest in Berry Global Master Trust	$ 10,061,079	$ 10,466,378

The following are net appreciation (depreciation) in the fair value of investments and investment income for the Master Trust for the years ended September 30, 2018 and 2017, respectively.

Investment income (loss):	2018	2017
Net appreciation (depreciation) in fair value of investments	$ (97,328)	$ 19,821,091
Interest and dividends	3,578,836	4,500,003
	$ 3,481,508	$ 24,321,094

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

The following table sets forth by level, within the fair value hierarchy, the Master Trust's fair value measurements as of September 30, 2018 and 2017:

	Assets at Fair Value Measurements as of September 30, 2018			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 22,089,243	$ 0	$ 0	$ 22,089,243
Money market funds	5,475,763	0	0	5,475,763
Berry Global, Inc. common stock	42,992,096	0	0	42,992,096
Corporate and treasury bonds	118,211,857	0	0	118,211,857
Total assets in the fair value hierarchy	$ 188,768,959	$ 0	$ 0	188,768,959
Investments measured at NAV [(a)]				67,358,537
Investments at fair value				$ 256,127,496

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

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

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

Investments Measured Using the NAV per Share Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of September 30, 2018 and 2017:

	2018 Fair Value	2017 Fair Value	Redemption Frequency	Redemption Notice Period
Common trust fund	$ 67,358,537	$ 61,408,957	Daily	None

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

Certain Plan investments are shares of common stock (including Berry Global, Inc. common stock) and a common trust fund managed by Fifth Third Bank. Fifth Third Bank, the Trustee as defined by the Plan, generates transactions that qualify as party-in-interest transactions. Fees paid by the Plan for the Trustee services for the years ended September 30, 2018 and 2017 amounted to $10,258 and $8,851, respectively. Fees paid to the actuary and other service providers that are also considered a party-in-interest for the years ended September 30, 2018 and 2017 amounted to $30,089 and $31,529, respectively.

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

Note 9 – Plan Merger

The Committee consented to resolution on July 15, 2018 to merge the assets and liabilities of the Plan into the Berry Global Inc. Defined Benefit Pension Plan. This was effective September 30, 2018 and assets were transferred out of this Plan and were deposited into the Berry Global, Inc. Defined Benefit Pension Plan.

Note 10 – Tax Status

The Plan obtained its latest determination letter dated December 14, 2016, in which the Internal Revenue Service (IRS) states that the Plan as designed, was in compliance with applicable requirements of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and; therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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

Note 11 – Risks and Uncertainties

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

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

Note 12 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at September 30, 2018 to Form 5500:

Net assets available for benefits per the financial statements	$ 0
Differences in:	
Investments at fair value	(10,061,079)
Accrued income	(49,550)
Due to Berry Global, Inc. Defined Benefit Pension Plan	10,110,629
Net assets available for benefits per Form 5500	$ 0

The statements of net assets available for benefits per the financial statements present investments, accrued income, and a payable to the Berry Global, Inc. Defined Benefit Pension Plan, since the physical transfer of assets to the Berry Global, Inc. Defined Benefit Pension Plan did not occur until October 5, 2018. The Form 5500 presents the assets transferring as of the effective date of September 30, 2018.

- - - SUPPLEMENTAL SCHEDULE - - -

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES
PLAN SPONSOR: BERRY GLOBAL, INC.
PLAN SPONSOR EIN: 35-1814673
PLAN NUMBER: 014
ATTACHMENT TO SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS
September 30, 2018

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(e) Transaction Expense	(f) Cost of Asset	(g) Current Value of Asset on Transaction Date	(h) Net Gain (Loss)
Single transactions in excess of five percent of Plan assets							
Issuer	Principal Short Term Income Fund	$ 0	$ 750,000	$ 0	$ 764,351	$ 750,000	$ (14,351)
Series of transactions in excess of five percent of Plan assets							
Issuer	Federated Ultrashort Bond Fund	$ 0	$ 40,000	$ 0	$ 40,000	$ 0	$ 0
Issuer	Federated Ultrashort Bond Fund	0	30,000	0	30,066	0	(66)
Issuer	Principal Short Term Income Fund	0	750,000	0	764,351	0	(14,351)

See independent auditor's report.

Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees
EIN: 35-1814673 Plan: 014
Attachment to the 2017 Form 5500 Schedule SB

Schedule SB, line 26 - Schedule of Active Participant Data

Average Age: 51.07

Average Service: 17.79

# of Males: 71

# of Females: 48

Attained Age	Years of Credited Service										Total Number
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	1	1	0	0	0	0	0	0	2
35-39	0	1	4	7	1	0	0	0	0	0	13
40-44	0	0	2	3	6	1	0	0	0	0	12
45-49	0	0	2	7	10	5	1	0	0	0	25
50-54	0	0	3	4	4	4	3	1	0	0	19
55-59	0	0	5	10	11	1	2	5	2	0	36
60-64	0	0	1	1	2	2	1	1	2	0	10
65-69	0	0	0	0	0	0	0	0	0	1	1
70 & Over	0	0	0	0	0	0	0	0	0	1	1
Total	**0**	**1**	**18**	**33**	**34**	**13**	**7**	**7**	**4**	**2**	**119**

Attachment to Schedule SB for 10/01/2017 to 09/30/2018
EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

Interest Rates

Target Liability (minimum contribution, based on zero-month lookback, reflecting interest rate stabilization)

Segment 1	4.16% per year, compounded annually.
Segment 2	5.72% per year, compounded annually.
Segment 3	6.48% per year, compounded annually.
Effective Interest Rate	6.04% per year, compounded annually.

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

Segment 1	1.76% per year, compounded annually.
Segment 2	3.74% per year, compounded annually.
Segment 3	4.63% per year, compounded annually.
Effective Interest Rate	4.19% per year, compounded annually.

PBGC Rates

Segment 1	1.96% per year, compounded annually.
Segment 2	3.58% per year, compounded annually.
Segment 3	4.35% per year, compounded annually.

Mortality IRS 2017 Static Mortality Table.

Retirement Age

Active Retirements rates are as follows:

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

Terminated vested Retirements are assumed to occur at age 65.

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

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

Attachment to Schedule SB for 10/01/2017 to 09/30/2018
EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

Disability

None assumed.

Expenses

The normal cost is increased by the administrative expenses expected to be paid from the trust during the year. For 2017 this amount is $60,000.

Marital Status

85% of employees are assumed to be married. Wives are assumed to be three years younger than their husbands.

Form of Payment

Life Annuity.

Actuarial Cost Method

The Pension Protection Act (PPA) requires the calculation of the Target Liability and Target Normal Cost. The Target Liability represents the present value of the benefit accumulated as of the valuation date. The present value is calculated by projecting future payments of the accrued benefit, adjusting for probability of receipt according to demographic assumptions, and discounting the payments back to the valuation date using the segment interest rates. Payments made within five years of the valuation date are discounted using the first segment rate, payments made at least five but within 20 years of the valuation date are discounted using the second segment rate, and payments made at least 20 years from the valuation date are discounted using the third segment rate. The calculation of the Target Normal Cost is identical, except that the future payment stream is based on the benefit expected to accrue during the plan year.

Asset Valuation Method

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

1. Market value as of October 1, 2015, advanced to the valuation date with 2015 and 2016 benefit payments, expenses, contributions and expected return.
2. Market value as of October 1, 2016, advanced to the valuation date with 2016 benefit payments, expenses, contributions and expected return.
3. Market value as of October 1, 2017.

Discounted contributions made after the valuation date are included in all adjusted asset figures. The assumed rate of return is 6.00%, or the third segment rate for the year if lower. The averaged assets are further adjusted so that the final actuarial assets are no more than 110% and no less than 90% of market value.

Attachment to Schedule SB for 10/01/2017 to 09/30/2018
EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

Changes since the Prior Valuation

The segment rate changes for minimum funding are as follows: from 4.43% to 4.16% for the first five years, from 5.91% to 5.72% for the next 15 years and from 6.65% to 6.48% for all years thereafter.

The segment rate changes for maximum funding are as follows: from 1.52% to 1.76% for the first five years, from 3.78% to 3.74% for the next 15 years and from 4.76% to 4.63% for all years thereafter.

The segment rate changes for PBGC vested liabilities are as follows: from 1.47% to 1.96% for the first five years, from 3.34% to 3.58% for the next 15 years and from 4.30% to 4.35% for all years thereafter.

The funding mortality table was updated from the IRS 2016 Static Mortality Table to the IRS 2017 Static Mortality Table.

Plan administrative expenses are assumed to be $60,000, compared to $116,000 in 2016.

Attachment to Schedule SB for 10/01/2017 to 09/30/2018
EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

Rationale for Selection of Significant Actuarial Assumptions

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

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

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

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

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

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

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

Attachment to Schedule SB for 10/01/2017 to 09/30/2018
EIN/PN: 35-1814673/014

ACTUARIAL ASSUMPTIONS AND METHODS

Rationale for Selection of Significant Actuarial Assumptions

Assumed rate of return for actuarial value of assets

The assumed rate of return used for determination of the actuarial value of assets was selected taking into consideration input from the Plan's investment advisor and publicly available survey information on expected returns by asset class as of September 30, 2017.

BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES
PLAN SPONSOR: BERRY GLOBAL, INC.
PLAN SPONSOR EIN: 35-1814673
PLAN NUMBER: 014
ATTACHMENT TO SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS
September 30, 2018

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(e) Transaction Expense	(f) Cost of Asset	(g) Current Value of Asset on Transaction Date	(h) Net Gain (Loss)
Single transactions in excess of five percent of Plan assets							
Issuer	Principal Short Term Income Fund	$ 0	$ 750,000	$ 0	$ 764,351	$ 750,000	$ (14,351)
Series of transactions in excess of five percent of Plan assets							
Issuer	Federated Ultrashort Bond Fund	$ 0	$ 40,000	$ 0	$ 40,000	$ 0	$ 0
Issuer	Federated Ultrashort Bond Fund	0	30,000	0	30,066	0	(66)
Issuer	Principal Short Term Income Fund	0	750,000	0	764,351	0	(14,351)

See independent auditor's report.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018

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

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

A Name of plan
BERRY GLOBAL, INC. PENSION PLAN FOR BROOKVILLE (PA) UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 014

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

D Employer Identification Number (EIN)
35-1814673

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

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

Part I Basic Information

1 Enter the valuation date: Month 10 Day 01 Year 2017

2 Assets:

a Market value	**2a**	10,508,690
b Actuarial value	**2b**	10,481,883

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	26	2,473,658	2,473,658
b For terminated vested participants	14	250,673	250,673
c For active participants	119	4,977,873	5,876,778
d Total	159	7,702,204	8,601,109

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

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.04%
6 Target normal cost	**6**	60,000

Statement by Enrolled Actuary

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

SIGN HERE

TG — Signature of actuary

7/10/2019 — Date

THOMAS GRAHAM — Type or print name of actuary

1705864 — Most recent enrollment number

CBIZ RETIREMENT PLAN SERVICES — Firm name

215-825-4022 — Telephone number (including area code)

1845 WALNUT STREET
14TH FLOOR
PHILADELPHIA PA 19103
Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	312,068
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	312,068
10	Interest on line 9 using prior year's actual return of 5.80%	0	18,100
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.23%		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	330,168

Part III Funding Percentages

14	Funding target attainment percentage	14	118.02%
15	Adjusted funding target attainment percentage	15	121.86%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	121.03%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

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

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.16 %	5.72 %	6.48 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	60

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

Part VI Miscellaneous Items

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

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

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

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

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

a Target normal cost (line 6)	**31a**	60,000
b Excess assets, if applicable, but not greater than line 31a	**31b**	60,000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

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

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0

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

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

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

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

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

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

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

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

Plan Name: Berry Plastics Corporation Pension Plan for Brookville (PA) Union Employees
EIN/PN: 35-1814673/014

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

Weighted Average Retirement Age (Column E / Column D) 60

Attachment to Schedule SB for 10/01/2017 to 09/30/2018
EIN/PN: 35-1814673/014

SUMMARY OF PRINCIPAL PLAN PROVISIONS

Original Effective Date June 2, 2014

Plan Year October 1 through September 30

Employer ID No. 35-1814673

Plan Number 014

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

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

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

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

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

Job Class	On or after August 1, 2013
A	$50
B	$51
C	$52

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

Attachment to Schedule SB for 10/01/2017 to 09/30/2018
EIN/PN: 35-1814673/014

SUMMARY OF PRINCIPAL PLAN PROVISIONS

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

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

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

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

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

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

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

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

Attachment to Schedule SB for 10/01/2017 to 09/30/2018
EIN/PN: 35-1814673/014

SUMMARY OF PRINCIPAL PLAN PROVISIONS

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

Years of Vesting Service	Vested Percent
Fewer than five	0%
Five or more	100%

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

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

Optional Forms of Benefit
The options are:

(1) A reduced benefit to be paid during the participant's lifetime with 66-2/3, 75%, or 100% of the reduced benefit to be continued to the beneficiary for life after his death.

(2) Level income option. Benefit is adjusted both before and after age 62, so that the total paid from the plan and Social Security, both before and after Social Security benefits commence, is equal.

(3) A lump sum benefit if the value is less than $5,000.

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

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

Berry Global, Inc. Pension Plan for
Brookville (PA) Union Employees
Attachment to the 2017 Form 5500 Schedule SB
For Plan Year 10-01-2017 to 09-30-2018
EIN/PN: 35-1814673/014

Schedule SB, line 24 – Assumption Change

The assumed expenses were changed from $116,000 to $60,000 to reflect estimated expenses paid from the pension trust.