

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2017</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2017 or fiscal plan year beginning <u>10/01/2017</u> and ending <u>09/30/2018</u>	
A	This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div>
	☒ a single-employer plan <div style="margin-left: 150px;">☐ a DFE (specify) _____</div>
B	This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report ☐ an amended return/report </div> <div> ☐ the final return/report ☐ a short plan year return/report (less than 12 months) </div> </div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558 ☐ special extension (enter description) </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div>

Part II	Basic Plan Information—enter all requested information						
1a	Name of plan <u>BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN</u>						
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1b</td> <td>Three-digit plan number (PN) ▶ <u>001</u></td> </tr> <tr> <td>1c</td> <td>Effective date of plan <u>07/01/1992</u></td> </tr> </table>	1b	Three-digit plan number (PN) ▶ <u>001</u>	1c	Effective date of plan <u>07/01/1992</u>		
1b	Three-digit plan number (PN) ▶ <u>001</u>						
1c	Effective date of plan <u>07/01/1992</u>						
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BERRY GLOBAL, INC.</u> <u>101 OAKLEY STREET</u> <u>EVANSVILLE, IN 47706</u>						
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">2b</td> <td>Employer Identification Number (EIN) <u>43-2107725</u></td> </tr> <tr> <td>2c</td> <td>Plan Sponsor's telephone number <u>847-969-3300</u></td> </tr> <tr> <td>2d</td> <td>Business code (see instructions) <u>325200</u></td> </tr> </table>	2b	Employer Identification Number (EIN) <u>43-2107725</u>	2c	Plan Sponsor's telephone number <u>847-969-3300</u>	2d	Business code (see instructions) <u>325200</u>
2b	Employer Identification Number (EIN) <u>43-2107725</u>						
2c	Plan Sponsor's telephone number <u>847-969-3300</u>						
2d	Business code (see instructions) <u>325200</u>						

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

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

SIGN HERE	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

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

Form 5500 (2017)
v. 170203

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px;"></div>
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 3319
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) 833
a(2) Total number of active participants at the end of the plan year	6a(2) 1074
b Retired or separated participants receiving benefits	6b 1948
c Other retired or separated participants entitled to future benefits	6c 1819
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 4841
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 382
f Total. Add lines 6d and 6e	6f 5223
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) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
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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. DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL, INC.	D Employer Identification Number (EIN) 43-2107725

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

(a) Name of insurance carrier MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	IP332	88	10/01/2017	09/30/2018

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

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

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	6429308
5 Current value of plan's interest under this contract in separate accounts at year end	5	1285197

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	7422873
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c Additions: (1) Contributions deposited during the year	7c(1)		
	7c(2)		
	7c(3)	204144	
	7c(4)		
	7c(5)	-447506	

▶ MARKET VALUE ADJUSTMENT

(6) Total additions	7c(6)	-243362
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d Total of balance and additions (add lines 7b and 7c(6))	7d	7179511
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	736334	
(2) Administration charge made by carrier	7e(2)	13869	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	750203
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	6429308
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	
10 Nonexperience-rated contracts:			
a Total premiums or subscription charges paid to carrier		10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.		10b	

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
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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 <u>BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BERRY GLOBAL, INC.</u>	D Employer Identification Number (EIN) <u>43-2107725</u>

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
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Part I Basic Information

1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2017</u>			
2 Assets:			
a Market value	2a	<u>140147887</u>	
b Actuarial value	2b	<u>131105981</u>	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	<u>1216</u>	<u>67506306</u>	<u>67506306</u>
b For terminated vested participants	<u>1275</u>	<u>36100778</u>	<u>36100778</u>
c For active participants	<u>833</u>	<u>24157274</u>	<u>25944227</u>
d Total	<u>3324</u>	<u>127764358</u>	<u>129551311</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	<u>5.88 %</u>	
6 Target normal cost	6	<u>1090000</u>	

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

SIGN HERE		
Signature of actuary	<u>07/10/2019</u>	Date
<u>THOMAS GRAHAM</u>	<u>17-05864</u>	Most recent enrollment number
Type or print name of actuary	<u>215-825-4022</u>	Telephone number (including area code)
<u>CBIZ RETIREMENT PLAN SERVICES</u>		
Firm name		
<u>1845 WALNUT STREET</u> <u>14TH FLOOR</u> <u>PHILADELPHIA, PA 19103</u>		
Address of the firm		

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

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of _____ %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		379179
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.08</u> %		23054
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		402233
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	101.20%
15 Adjusted funding target attainment percentage	15	101.20%
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	100.52%
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 63
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute	

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1090000	
b Excess assets, if applicable, but not greater than line 31a	31b	1090000	
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	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years	☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CBIZ RETIREMENT PLAN SERVICES

31-1582098

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	167269	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIFTH THIRD BANK

31-6854434

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25	NONE	134415	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HARDING, SHYMANSKI & CO.

35-1346211

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	37050	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 52	CONTRACT ADMIN	13869	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INSURANCE	52	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRM CR VAL BAB/LS/BW/OFI INST 04-1590850	BASIS POINTS + PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INSURANCE	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRM CR VAL BAB/LS/BW/OFI INST 04-1590850	BASIS POINTS + PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2017 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018

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

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FIFTH THIRD EQTY INDX COMMINGLED FD</u>		
b Name of sponsor of entity listed in (a): <u>FIFTH THIRD BANK</u>		
c EIN-PN <u>30-0194096-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>67694054</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SIA-A</u>		
b Name of sponsor of entity listed in (a): <u>MASS MUTUAL LIFE INS CO</u>		
c EIN-PN <u>04-1590850-010</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1285197</u>
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
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <u>10/01/2017</u> and ending <u>09/30/2018</u>		
A Name of plan <u>BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BERRY GLOBAL, INC.</u>	D Employer Identification Number (EIN) <u>43-2107725</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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 Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)	0		0
(2) Participant contributions	1b(2)			
(3) Other.....	1b(3)	12041		747900
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2647394		4907259
(2) U.S. Government securities.....	1c(2)	0		13193571
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)			
(B) All other.....	1c(3)(B)	33205798		83000785
(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)	42555536		67694054
(10) Value of interest in pooled separate accounts.....	1c(10)	1138208		1285197
(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)	26147743		29981963
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	7422873		6429308
(15) Other	1c(15)			

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	26744465	38003329
(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	139874058	245243366

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	139874058	245243366
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(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)	244368	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	1365578	
(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)		1609946
(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)	680503	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		680503
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	3306963	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3308218	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-1255
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-5453192	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-5453192

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		7186473
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		146989
(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)		603273
c Other income	2c		12
d Total income. Add all income amounts in column (b) and enter total.....	2d		4772749

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	7107571	
(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)		7107571
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)	205218	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	148284	
(4) Other	2i(4)	733199	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1086701
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8194272

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3421523
l Transfers of assets:			
(1) To this plan.....	2l(1)		108790831
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **HARDING SHYMANSKI COMPANY PSC**

(2) EIN: **35-1346211**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
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?		X	
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?		X	
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?		X	
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.)	X		
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.)	X		
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
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)

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 4134393. (See instructions.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2017 or fiscal plan year beginning 10/01/2017 and ending 09/30/2018		
A Name of plan BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL, INC.		D Employer Identification Number (EIN) 43-2107725
Part I	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): 31-1051736 04-1590850		
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		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2017 v. 170203		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

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: 65.0% Investment-Grade Debt: 30.8% High-Yield Debt: 0.0% Real Estate: 2.2% Other: 2.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

***BERRY GLOBAL, INC.
DEFINED BENEFIT PENSION PLAN***

Financial Report

September 30, 2018

CONTENTS

Independent Auditor's Report	Page 2
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Financial Statements:

Statements of Net Assets Available for Benefits	5
Statements of Changes in Net Assets Available for Benefits	6
Statement of Accumulated Plan Benefits	7
Statement of Changes in Accumulated Plan Benefits	8
Notes to Financial Statements	9

Supplemental Schedules:

Schedule of Assets (Held at End of Year)	28
Schedule of Reportable Transactions	42

INDEPENDENT AUDITOR'S REPORT



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An Independently
Owned Member,
RSM US Alliance

Retirement Plans Committee
Berry Global, Inc. Defined Benefit Pension Plan

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the Berry Global, Inc. Defined Benefit Pension Plan (Plan), 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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Basis for Disclaimer of Opinion



As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 5, which was certified by Fifth Third Bank, the Trustee of the Plan, and Massachusetts Mutual Life Insurance Company, the Custodian of certain assets of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee and Custodian hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the Trustee and Custodian, as of and for the years ended September 30, 2018 and 2017, that the information provided to the Plan administrator by the Trustee and Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) and schedule of reportable transactions as of September 30, 2018 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Emphasis of Matter

As discussed in Note 10 to the financial statements, the Retirement Plans Committee (Committee) of Berry Global, Inc., the Plan's Sponsor, voted on July 15, 2018 to merge the Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees, the Poly-Bond, Inc. Retirement Plan, the Fiberweb Washougal, Inc. Retirement Plan for Hourly Employees at Washougal, the Amended and Restated Fiberweb Retirement Plan, and the AEP Alabama Union Employees' Pension Plan into the Berry Global, Inc. Defined Benefit Pension Plan effective September 30, 2018. All assets and liabilities from the respective plans were transferred to the Berry Global, Inc. Defined Benefit Pension Plan. Our disclaimer of opinion has not been modified with respect to this matter.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)



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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee and Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Evansville, Indiana
July 12, 2019

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2018 and 2017

	2018	2017
ASSETS		
Investments at fair value	\$ 129,756,195	\$ 132,439,143
Investment at contract value	<u>6,314,014</u>	<u>6,860,073</u>
Total investments	<u>136,070,209</u>	<u>139,299,216</u>
Receivables:		
Due from Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees at fair value	10,110,629	0
Due from Poly-Bond, Inc. Retirement Plan at fair value	15,431,969	0
Due from Fiberweb Washougal Retirement Plan for Hourly Employees at Washougal at fair value	16,425,782	0
Due from Amended and Restated Fiberweb Retirement Plan at fair value	65,994,649	0
Due from AEP Alabama Union Employees' Pension Plan at fair value	827,804	0
Accrued income	<u>267,030</u>	<u>12,041</u>
Total receivables	<u>109,057,863</u>	<u>12,041</u>
Net assets available for benefits	<u><u>\$ 245,128,072</u></u>	<u><u>\$ 139,311,257</u></u>

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended September 30, 2018 and 2017

	2018	2017
Additions		
Investment income:		
Net appreciation in fair value of investments	\$ 2,929,792	\$ 14,562,467
Interest and dividends	<u>2,288,839</u>	<u>1,632,151</u>
	5,218,631	16,194,618
Contributions:		
Employer	<u>0</u>	<u>1,092,000</u>
Total additions	<u>5,218,631</u>	<u>17,286,618</u>
Deductions		
Benefits paid to participants	7,107,571	7,118,752
Administrative expenses	<u>1,085,078</u>	<u>1,285,110</u>
Total deductions	<u>8,192,649</u>	<u>8,403,862</u>
Net increase (decrease)	(2,974,018)	8,882,756
Transfers from retirement Plans	<u>108,790,833</u>	<u>0</u>
Beginning of year	<u>139,311,257</u>	<u>130,428,501</u>
End of year	<u>\$ 245,128,072</u>	<u>\$ 139,311,257</u>

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

STATEMENTS OF ACCUMULATED PLAN BENEFITS

September 30, 2017

Actuarial present value of vested benefits

Vested benefits:

Participants and beneficiaries currently receiving payments	\$ 60,515,168
---	---------------

Other participants	<u>52,065,315</u>
--------------------	-------------------

Total actuarial present value of accumulated Plan benefits ^(a)	<u><u>\$ 112,580,483</u></u>
---	------------------------------

- (a) The actuarial present value of accumulated Plan benefits as of September 30, 2017 does not include the actuarial present value of accumulated Plan benefits from the merged plans as the merger was 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. DEFINED BENEFIT PENSION PLAN

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

Year Ended September 30, 2017

Actuarial present value of accumulated Plan benefits at beginning of period	<u>\$ 109,251,875</u>
Increase (decrease) during the period attributable to:	
Change in actuarial assumptions	1,718,936
Interest accumulation	7,662,706
Benefits paid	(7,118,752)
Benefits accumulation	<u>1,065,718</u>
Net increase	<u>3,328,608</u>
Actuarial present value of accumulated Plan benefits at end of period	<u><u>\$ 112,580,483</u></u>

See accompanying notes to the financial statements.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 1 – Plan Description

The following description of the Berry Global, Inc. (Company) Defined Benefit Pension Plan (Plan) provides only general information. The Plan was formerly named Berry Plastics Corporation Defined Benefit Pension Plan and effective April 14, 2017, the Plan name changed to the aforementioned Berry Global, Inc. Defined Benefit Pension Plan. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General and Transfer of Assets

The Plan is a defined benefit pension plan covering certain employees of the Company who have completed one year of service excluding those covered under a collective bargaining agreement, unless the terms of the agreement provide for participation. Effective December 31, 2007, the Plan was frozen for all employees. Participants will not accrue any additional retirement benefits under the Plan after that date but they will remain entitled to all benefits which have accrued under the Plan as of December 31, 2007. Participants will continue to earn service credit in order to satisfy any vesting or eligibility for early retirement requirements.

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

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

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

Effective April 5, 2016, the Plan year-end changed from December 31 to September 30 .

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

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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 1 – Plan Description (Continued)

General and Transfer of Assets (Continued)

The Committee consented by resolution on July 15, 2018 to merge the assets and liabilities of the Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees, the Poly-Bond, Inc. Retirement Plan, the Fiberweb Washougal, Inc. Retirement Plan for Hourly Employees at Washougal, the Amended and Restated Fiberweb Retirement Plan, and the AEP Alabama Union Employees' Pension Plan into the Berry Global, Inc. Defined Benefit Pension Plan. This merger was effective September 30, 2018 and assets and liabilities were transferred out of these respective plans and were deposited into the Plan.

The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC) and similar state laws. The Plan is subject to the provisions of ERISA.

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 year ended September 30, 2018 the Company did not make any contributions to the Plan. During the year ended September 30, 2017 the Company made contributions to the Plan of \$1,092,000. The Company's contributions for 2017 met the minimum funding requirements of ERISA.

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 as of the date of the Plan freeze. 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 his mandatory contribution benefits account, plus a percentage, based on years of service, of his accrued retirement benefits account. Participants should refer to the Plan agreement for a complete description of the benefit payment options available.

Supplemental Benefit

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 1 – Plan Description (Continued)

Death and Disability Benefits

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

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

Note 2 – Significant Accounting Policies

Basis of Accounting

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

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

Use of Estimates

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

Investment Valuation and Income Recognition

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

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 2 – Significant Accounting Policies (Continued)

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

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

Subsequent Events

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

Recently Issued Accounting Standards

In February 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2017-06, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962): 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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

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.

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

Life Expectancy of Participants	IRS 2017 Static Mortality Table used for the year ended October 1, 2017 and IRS 2016 Static Mortality Table used for the period ended October 1, 2016
Retirement Age Assumptions	Age 63 for the year ended October 1, 2017 and 65 for the period ended October 1, 2016.
Investment Return	5.88% for the year ended October 1, 2017 and 6.08% for the period ended October 1, 2016
Assumed Asset Valuation Method	Three-year averaging of market value for the year and period ended October 1, 2017 and 2016, respectively
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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

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

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 Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees, the Poly-Bond, Inc. Retirement Plan, the Fiberweb Washougal, Inc. Retirement Plan for Hourly Employees at Washougal, the Amended and Restated Fiberweb Retirement Plan, and the AEP Alabama Union Employees' Pension Plan merged with the Plan. As a result, net assets of \$108,790,833 and accumulated benefits, as of the effective date, were transferred to the control of the Plan at September 30, 2018. The merger does not impact participant benefits as the benefit provisions were incorporated in the 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 those 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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 4 – Plan Termination (Continued)

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.

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

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

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

<u>Net Assets Available for Benefits Held by Trustee and Custodian</u>	<u>2018</u>	<u>2017</u>
Investments at fair value	\$ 129,756,195	\$ 132,439,143
Investment at contract value	6,314,014	6,860,073
Accrued income	<u>267,030</u>	<u>12,041</u>
	<u><u>\$ 136,337,239</u></u>	<u><u>\$ 139,311,257</u></u>
 <u>Statement of Changes in Net Assets Available for Benefits</u>	 <u>2018</u>	 <u>2017</u>
Investment income		
Net appreciation in fair value of investments	\$ 2,929,792	\$ 14,562,467
Interest and dividends	<u>2,288,839</u>	<u>1,632,151</u>
	<u><u>\$ 5,218,631</u></u>	<u><u>\$ 16,194,618</u></u>

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 6 – Fair Value Measurements

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

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	<p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the asset or liability;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.</p>
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used for the 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.

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 6 – Fair Value Measurements (Continued)

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.

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 (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly manner.

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

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 as of September 30, 2018			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 26,752,884	\$ 0	\$ 0	\$ 26,752,884
Money market fund	1,777,620	0	0	1,777,620
Berry Global, Inc. common stock	22,186,573	0	0	22,186,573
Corporate bonds	32,611,912	0	0	32,611,912
Total assets in fair value hierarchy	<u>\$ 83,328,989</u>	<u>\$ 0</u>	<u>\$ 0</u>	83,328,989
Investments measured at NAV ^(a)				<u>46,427,206</u>
Investments at fair value				<u>\$ 129,756,195</u>

	Assets at Fair Value as of September 30, 2017			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 26,147,739	\$ 0	\$ 0	\$ 26,147,739
Money market fund	2,647,394	0	0	2,647,394
Berry Global, Inc. common stock	26,744,465	0	0	26,744,465
Corporate bonds	33,205,801	0	0	33,205,801
Total assets in fair value hierarchy	<u>\$ 88,745,399</u>	<u>\$ 0</u>	<u>\$ 0</u>	88,745,399
Investments measured at NAV ^(a)				<u>43,693,744</u>
Investments at fair value				<u>\$ 132,439,143</u>

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

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:

	<u>2018 Fair Value</u>	<u>2017 Fair Value</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common trust fund	\$ 45,142,009	\$ 42,555,536	Daily	None
Pooled separate account ^(a)	<u>1,285,197</u>	<u>1,138,208</u>	Daily	None
	<u>\$ 46,427,206</u>	<u>\$ 43,693,744</u>		

(a) This category invests primarily in a portfolio of common stock investments. Investments in this category can be redeemed immediately at the current NAV per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the NAV per share of the investments.

Note 7 – Fully-Benefit Responsive Investment Contract

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

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

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

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

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

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

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

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

Note 8 – Interest in Berry Global Master Trust

Certain Plan investments are in the Berry Global Master Trust (Master Trust), which was established for the investment of assets of the Plan and several other Berry Global, Inc. sponsored retirement plans. Each participating retirement plan has 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.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 8 – Interest in Berry Global Master Trust (Continued)

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 50 and 49 percent, respectively. 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.

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

	<u>2018</u>	<u>2017</u>
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	<u>42,992,096</u>	<u>51,282,413</u>
Total net assets	<u>\$ 256,127,496</u>	<u>\$ 268,849,533</u>
Plan interest in Berry Global Master Trust	<u>\$ 128,470,998</u>	<u>\$ 131,300,937</u>

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.

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 8 – Interest in Berry Global Master Trust (Continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's fair value measurements as of September 30, 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 fair value hierarchy	<u>\$ 188,768,959</u>	<u>\$ 0</u>	<u>\$ 0</u>	188,768,959
Investments measured at NAV ^(a)				<u>67,358,537</u>
Investments at fair value				<u>\$ 256,127,496</u>
	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 fair value hierarchy	<u>\$ 207,440,576</u>	<u>\$ 0</u>	<u>\$ 0</u>	207,440,576
Investments measured at NAV ^(a)				<u>61,408,957</u>
Investments at fair value				<u>\$ 268,849,533</u>

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 8 – Interest in Berry Global Master Trust (Continued)

Investments Measured Using the NAV per Share Practical Expedient

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

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

Note 9 – Related Party Transactions and Party-in-Interest Transactions

Certain Plan investments are shares of common stock (including Berry Global, Inc. common stock), a common trust fund managed by Fifth Third Bank, a pooled separate account and guaranteed investment contract managed by Mass Mutual. Fifth Third Bank is the Trustee and Mass Mutual is the Custodian of certain assets as defined by the Plan and; therefore, generate transactions that qualify as party-in-interest transactions. Fees paid by the Plan for the Trustee's and Custodian's services for the years ended September 30, 2018 and 2017 amounted to \$148,284 and \$129,936, respectively. Fees paid to the actuary and other service providers that are also considered party-in-interest transactions for the years ended September 30, 2018 and 2017, amounted to \$204,319 and \$144,190, respectively.

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

Note 10 – Plan Merger

The Committee consented to resolution on July 15, 2018 to merge the assets and liabilities of the Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees, the Poly-Bond, Inc. Retirement Plan, the Fiberweb Washougal, Inc. Retirement Plan for Hourly Employees at Washougal, the Amended and Restated Fiberweb Retirement Plan, and the AEP Alabama Union Employees' Pension Plan into the Plan. This was effective September 30, 2018 and assets and liabilities from the respective plans were transferred and deposited into the Plan.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 11 – Tax Status

The Plan obtained its latest determination letter dated March 9, 2017, 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 12 – Risks and Uncertainties

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

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 13 – Reconciliation of Financial Statement to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of the years ended September 30, 2018 and 2017 to Form 5500:

	<u>2018</u>	<u>2017</u>
Net assets available for benefits per the financial statements	\$ 245,128,072	\$ 139,311,257
Differences in:		
Investments at fair value	108,309,961	0
Due from Berry Global, Inc. Pension Plan for Brookville (PA) Union Employees at fair value	(10,110,629)	0
Due from Poly-Bond, Inc. Retirement Plan at fair value	(15,431,969)	0
Due from Fiberweb Washougal Retirement Plan for Hourly Employees at Washougal at fair value	(16,425,782)	0
Due from Amended and Restated Fiberweb Retirement Plan at fair value	(65,994,649)	0
Due from AEP Alabama Union Employees' Pension Plan at fair value	(827,804)	0
Guaranteed investment contract for which fair value is measured at NAV using the practical expedient	115,294	562,800
Accrued income	<u>480,870</u>	<u>0</u>
Net assets available for benefits per Form 5500	<u><u>\$ 245,243,364</u></u>	<u><u>\$ 139,874,057</u></u>

The statements of net assets available for benefits per the financial statement present a receivable, since the physical transfer of assets to the Plan did not occur until October 5, 2018. The Form 5500 presents the assets transferring as of the effective date of September 30, 2018.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and 2017

Note 13 – Reconciliation of Financial Statement to Form 5500 (Continued)

The following is a reconciliation of the net increase (decrease) to net assets available for benefits per the financial statements for the years ended September 30, 2018 and 2017 to Form 5500:

	<u>2018</u>	<u>2017</u>
Net increase (decrease) in net assets available for benefit per the financial statements	\$ (2,974,018)	\$ 8,882,756
Differences in:		
Guaranteed investment contract for which fair value is measured at NAV using the practical expedient in current year	115,294	562,800
Guaranteed investment contract for which fair value is measured at NAV using the practical expedient in prior year	<u>(562,800)</u>	<u>(983,078)</u>
Net increase (decrease) in net assets available for benefit per the Form 5500	<u><u>\$ (3,421,524)</u></u>	<u><u>\$ 8,462,478</u></u>

- - *SUPPLEMENTAL SCHEDULES* - - -

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
	Alphabet Inc Sr Gbl Nt	Corporate Bond, 3.375% through February 25, 2024	\$ 274,518	\$ 251,535
	Altera Corp Sr Nt	Corporate Bond, 2.5% through November 15, 2018	256,980	250,052
	American Honda Fin Corp Med	Corporate Bond, 2.9% through February 16, 2024	241,825	241,640
	Americredit Automobile	Corporate Bond, 2.57% through July 8, 2020	549,140	549,901
	Americredit Automobile	Corporate Bond, 3.72% through December 8, 2021	129,981	130,671
	Amgen Inc	Corporate Bond, 5.75% through March 15, 2040	435,445	406,854
	Amgen Inc	Corporate Bond, 5.15% through November 15, 2041	55,479	52,991
	Apple Inc	Corporate Bond, 2.4% through May 3, 2023	274,169	264,391
	Apple Inc SR Global NT	Corporate Bond, 3.25% through February 23, 2026	149,021	146,617
	Apple Inc SR Global NT	Corporate Bond, 2.85% through May 6, 2021	822,166	805,958
	Apple Inc SR Global NT	Corporate Bond, 3.45% through May 6, 2024	963,425	910,437
	Apple Inc SR Global NT	Corporate Bond 3.25% through February 23, 2026	414,232	390,980
	Apple Inc SR Global NT	Corporate Bond, 2.45% through August 4, 2026	92,956	92,219
	Applied Materials Inc.	Corporate Bond 5.85% through June 15, 2041	264,401	271,986
	Archer Daniels Midland Co	Corporate Bond, 4.479% through March 1, 2021	891,300	833,466
	AT&T Inc NT	Corporate Bond, 4.35% through June 15, 2045	437,117	397,137
	AT&T Inc	Corporate Bond, 3% through February 15, 2022	275,350	288,932
	AT&T Inc	Corporate Bond, 4.45% through May 15, 2021	25,662	25,605

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Automatic Data Processing Inc		Corporate Bond, 3.375% through September 15, 2025	\$ 945,263	\$ 902,875
Automatic Data Processing Inc		Corporate Bond, 3.375% through September 15, 2026	155,813	148,825
Bank New York Mellon Corp		Corporate Bond, 2.45% through August 17, 2026	764,591	737,254
Bank New York Mellon Corp		Corporate Bond, 2.5% through April 15, 2021	255,043	245,470
Bank New York Inc MTN		Corporate Bond, 2.1% through January 15, 2019	857,648	844,003
Bank Nova Scotia B C SR NT		Corporate Bond, 2.45% through March 22, 2021	257,537	244,808
Bank of America Corp SR NT SER L		Corporate Bond, 5.875% through January 5, 2021	363,737	348,358
Bank of America FDG Corp		Corporate Bond, 5.625% through July 1, 2020	357,068	364,249
Berkshire Hathaway Financial		Corporate Bond, 4.25% through January 15, 2021	358,898	364,078
Berkshire Hathaway Financial Corporation Senior		Corporate Bond, 2.9% through October 15, 2020	835,264	809,798
Berkshire Hathaway Financial Corporation Senior		Corporate Bond, 4.3% through May 15, 2043	131,138	145,544
Berkshire Hathaway Inc		Corporate Bond, 2.75% through March 15, 2023	261,629	244,162
Berkshire Hathaway Inc Del. Senior Near Term		Corporate Bond, 3% through February 11, 2023	1,119,080	1,072,332
BHP Billiton Fin USA LTD GTD SR		Corporate Bond, 3.25% through November 21, 2021	458,055	459,738
Blackrock Inc		Corporate Bond, 5% through December 10, 2019	280,630	256,290
BNP Paribas Medium Term Note		Corporate Bond, 2.4% through December 12, 2018	130,529	130,007
BNP Paribas/ BNP Paribas US		Corporate Bond, 3.25% through March 3, 2023	246,367	245,591
BP Capital Markets PLC		Corporate Bond, 3.245% through May 6, 2022	179,148	173,859

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
	BP Capital Markets PLC	Corporate Bond, 2.75% through May 10, 2023	\$ 286,364	\$ 283,463
	Burlington Res Fin Co	Corporate Bond, 7.2% through August 15, 2031	314,721	286,387
	Caterpillar Financial Services Corp	Corporate Bond, 3.3% through June 9, 2024	267,858	246,230
	Caterpillar Inc	Corporate Bond, 3.4% through May 15, 2024	270,757	248,502
	Celgene Corp	Corporate Bond, 3.95% through October 15, 2020	492,965	471,064
	Charles Schwab Corp	Corporate Bond, 4.45% through July 22, 2020	276,944	256,220
	Chevron Corp	Corporate Bond, 3.191% through June 24, 2023	1,088,915	1,052,316
	Chevron Corp New	Corporate Bond, 1.961% through March 3, 2020	254,746	246,790
	Cisco Sys Inc	Corporate Bond, 4.95% through February 15, 2019	994,656	877,535
	Citigroup Inc	Corporate Bond, 8.125% through July 15, 2039	137,603	167,442
	CLI FDG V LLC	Corporate Bond, 2.83% through March 18, 2028	86,218	83,992
	CME Group Inc. Senior Near Term	Corporate Bond, 5.3% through September 15, 2043	474,938	506,862
	Cnooc Fin 2013 LTD	Corporate Bond, 3% through May 9, 2023	374,967	402,487
	Coca Cola Co	Corporate Bond, 3.15% through November 15, 2020	974,791	912,657
	Coca Cola Co	Corporate Bond, 2.55% through June 1, 2026	238,160	230,627
	Comcast Corp New SR NT	Corporate Bond, 4.25% through January 15, 2033	411,076	411,735
	COMM MTG TR SER 2013	Corporate Bond, Various through March 12, 2046	438,580	367,135
	COMM MTG TR SER 2014	Corporate Bond, Various through March 12, 2047	706,758	656,839

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Investments at Fair Value			
	Commonwealth Edison 1MTG	Corporate Bond, 3.7% through March 1, 2045	\$ 249,793	\$ 234,348
	Conoco Inc	Corporate Bond, 6.95% through April 15, 2029	217,288	212,273
	CSAIL MTG TR	Corporate Bond, Various through August 17, 2048	334,852	339,226
	Cronos Containers Program	Corporate Bond, 3.08% through April 18, 2028	22,666	22,521
	Deere John Cap Corp Med Term NTS	Corporate Bond, 2.8% through March 4, 2021	259,430	247,900
	Deere John Cap Corp MTN	Corporate Bond, 2.65% through June 24, 2024	24,036	23,768
	Disney Walt Co New MTN	Corporate Bond, 2.3% through February 12, 2021	260,850	245,505
	Dupont EI Nemour	Corporate Bond, 3.625% through January 15, 2021	870,345	818,173
	Ebay Inc DR GLBL NT	Corporate Bond, 2.875% through August 1, 2021	801,390	797,826
	Emerson Electric Co	Corporate Bond, 5.25% through October 15, 2018	894,899	810,810
	Exelon Generation Co	Corporate Bond, 6.25% through October 1, 2039	407,767	440,944
	Exxon Mobil	Corporate Bond, 2.397% through March 6, 2022	255,983	243,407
	FMR LLC	Corporate Bond, 6.5% through December 14, 2040	249,833	275,232
	Ford MTR CR Co	Corporate Bond, 5.875% through August 2, 2021	302,227	271,916
	France Telecom	Corporate Bond, 4.125% through September 14, 2021	316,436	322,245
	France Telecom	Corporate Bond, 9% through March 1, 2031	254,325	262,565
	Franklin Res Inc SR NT	Corporate Bond, 2.8% through September 15, 2022	392,777	379,166
	GE Capital International	Corporate Bond, 4.418% through November 15, 2035	266,148	278,583

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BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
General Electric Cap Corporation		Corporate Bond, 6.75% through March 15, 2032	\$ 280,949	\$ 273,297
General Electric Cap Corporation		Corporate Bond, 6% through August 7, 2019	228,750	200,052
General Electric Cap Corporation		Corporate Bond, 4.375% through September 16, 2020	85,502	81,730
General Electric Cap Corp Medium		Corporate Bond, 3.15% through September 7, 2022	268,081	246,450
General Dynamics Corp		Corporate Bond, 2.125% through August 15, 2026	221,608	223,780
Glaxosmithkline Cap		Corporate Bond, 2.85% through May 8, 2022	261,625	245,795
Goldman Sachs Group Inc		Corporate Bond, 5.75% through January 24, 2022	586,570	553,233
Google Inc SR Gbl NT		Corporate Bond, 3.375% through February 25, 2024	276,557	276,688
Hasbro Inc Near Term		Corporate Bond, 6.35% through March 15, 2040	293,921	305,435
Home Depot Inc Senior Near Term		Corporate Bond, 2.7% through April 1, 2023	260,158	244,192
Home Depot Inc Senior Near Term		Corporate Bond, 3.75% through February 15, 2024	417,543	417,909
HSBC USA Inc		Corporate Bond, 2.35% through March 5, 2020	250,985	247,260
HSBC Bank USA		Corporate Bond, 5.875% through November 1, 2034	291,830	279,139
HSBC Holdings PLC		Corporate Bond, 4% through March 20, 2022	253,542	253,059
IBM Corp		Corporate Bond, 1.875% through August 1, 2022	249,973	237,017
Intel Corporation		Corporate Bond, 3.3% through October 1, 2021	1,081,758	1,065,597
Intel Corporation		Corporate Bond, 3.7% through July 29, 2025	122,370	120,804
International Business Machs		Corporate Bond, 3.625% through February 12, 2024	875,610	813,815

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
	John Deere Cap Corp MTN	Corporate Bond, 2.375% through July 14, 2020	\$ 813,345	\$ 799,794
	Johnson & Johnson SR NT	Corporate Bond, 2.45% through March 1, 2026	1,025,540	991,079
	Johnson S C & Son Inc	Corporate Bond, 4.8% through September 1, 2040	395,792	426,996
	JP Morgan Chase & Co	Corporate Bond, 5.625% through August 16, 2043	488,243	539,743
	JP Morgan Chase & Co	Corporate Bond, 4.25% through October 15, 2020	346,155	346,562
	JP Morgan Chase & Company Senior Near Term	Corporate Bond, 3.25% through September 23, 2022	342,042	332,038
	JP Morgan Chase & Company Senior Near Term	Corporate Bond, 4.5% through January 24, 2022	112,999	109,272
	JPMBB Coml Mtg Secs TR	Corporate Bond, Various through April 15, 2047	394,656	380,433
	Keycorp Medium Term SR NTS	Corporate Bond, 5.1% through March 24, 2021	373,814	343,296
	Kimberly Clark Corp SR NT	Corporate Bond, 2.4% through March 1, 2022	805,124	785,157
	Lilly Eli & Co SR NT	Corporate Bond, 2.75% through June 1, 2025	265,987	239,157
	Lowes Cos Inc	Corporate Bond, 5.125% through November 15, 2041	489,251	501,146
	Lyondellbasell Industries	Corporate Bond, 5% through April 15, 2019	47,505	43,215
	Marriott Vacations Worldwide Owner Trust	Corporate Bond, 2.74% through April 27, 2030	10,586	10,419
	Mastercard Inc NT	Corporate Bond, 3.375% through April 1, 2024	1,583,431	1,539,738
	Medtronic IN SR NT	Corporate Bond, 4% through April 1, 2043	254,201	255,490
	Memorial Sloan-Kettering	Corporate Bond, 5% through January 7, 2042	490,327	481,232
	Merck & Co Inc	Corporate Bond, 2.75% through February 10, 2025	1,320,822	1,286,306

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Merck & Co Inc		Corporate Bond, 5% through June 30, 2019	\$ 1,175,904	\$ 1,079,133
Metlife Inc		Corporate Bond, 4.875% through November 13, 2043	235,543	247,117
Metropolitan Life Global FDG I		Corporate Bond, 2.5% through October 1, 2020	371,039	364,385
Microsoft Corp		Corporate Bond, 3% through May 1, 2023	819,396	814,512
Microsoft Corp		Corporate Bond, 2.375% through May 1, 2023	255,388	241,885
MidAmerican Energy Co		Corporate Bond, 3.5% through October 15, 2024	529,453	509,240
MidAmerican Energy Co		Corporate Bond, 4.8% through September 15, 1943	211,558	216,514
Morgan Stanley Medium Term Note		Corporate Bond, 5.5% through January 26, 2020	410,011	381,059
MS Bofa Merrill Lynch Trust		Corporate Bond, Various through October 17, 2046	38,890	40,050
MVW Owner Trust		Corporate Bond, 2.74% through April 27, 2030	37,050	36,467
NBC Universal Media LLC		Corporate Bond, 4.375% through April 1, 2021	174,956	179,291
New Jersey St Transition Term Fund		Corporate Bond, 6.561% through December 15, 2040	387,902	380,211
New York Life Ins Co		Corporate Bond, 5.875% through May 15, 2033	328,355	346,350
Northern Trust Corporation		Corporate Bond, 3.95% through October 30, 2025	309,966	314,885
Northrop Grumman Corporation		Corporate Bond, 3.25% through August 1, 2023	154,166	152,280
Northrop Grumman Corporation		Corporate Bond, 4.75% through June 1, 2043	149,856	155,661
Novartis Capital Corp		Corporate Bond, 2.4% through September 21, 2022	463,994	459,069
Novartis Capital Corp		Corporate Bond, 3.4% through May 6, 2024	272,281	250,342

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Novartis Capital Corp		Corporate Bond, 4.4% through April 24, 2024	\$ 154,610	\$ 153,271
Nucor Corp		Corporate Bond, 5.2% through August 1, 2043	348,046	375,188
Occidental Petroleum Cor		Corporate Bond, 3.125% through February 15, 2022	819,914	801,981
Omnicom Group Inc		Corporate Bond, 3.625% through May 1, 2022	485,921	487,226
Oracle Corp		Corporate Bond, 5% through July 8, 2019	276,490	254,322
Oracle Corp		Corporate Bond, 3.4% through July 8, 2024	268,225	247,842
Oracle Corp		Corporate Bond, 2.5% through October 15, 2022	779,455	785,919
Oracle Corp		Corporate Bond, 6.5% through April 15, 2038	429,581	475,054
Oracle Corp Near Term		Corporate Bond, 2.375% through January 15, 2019	66,245	64,960
Oracle Corp SR NT		Corporate Bond, 2.4% through September 15, 2023	779,487	772,837
Pepsico Inc Note		Corporate Bond, 2.75% through March 5, 2022	258,450	246,415
Pepsico Inc		Corporate Bond, 2.750% through March 1, 2023	793,944	791,961
Pfizer Inc NT		Corporate Bond, 2.1% through May 15, 2019	254,795	249,323
Phillip Morris INTL INC SR NT		Corporate Bond, 2.625% through March 6, 2023	260,037	239,728
Phillip Morris INTL INC SR NT		Corporate Bond, 3.25% through November 10, 2024	263,597	244,800
Philip Morris Intl Inc		Corporate Bond, 2.75% through February 25, 2026	772,789	752,660
Praxair Inc		Corporate Bond, 4.5% through August 15, 2019	656,078	629,529
Praxair Inc NT		Corporate Bond, 2.45% through February 15, 2022	257,395	243,210

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SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Precision CastParts Corp		Corporate Bond, 2.5% through January 15, 2023	\$ 24,195	\$ 24,070
Private Export Funding		Corporate Bond, 4.3% through December 15, 2021	203,604	212,485
Procter & Gamble Co		Corporate Bond, 3.1% through August 15, 2023	273,045	248,460
Progressive Corp Ohio SR Note		Corporate Bond, 3.75% through August 23, 2021	273,232	251,970
Protective Life Corp		Corporate Bond, 8.45% through October 15, 2039	184,727	201,643
Qualcomm Inc		Corporate Bond, 3% through May 20, 2022	521,627	491,930
Qualcomm Inc		Corporate Bond, 3.45% through May 20, 2025	1,157,745	1,052,580
Raytheon Company Near Term		Corporate Bond, 4.7% through December 15, 2041	142,795	158,163
Santander Drive Auto		Corporate Bond, 3.02% through April 15, 2021	579,980	580,116
Santander Drive Auto		Corporate Bond, 3.21% through January 15, 2021	369,899	370,714
Santander Drive Auto		Corporate Bond, 3.53% through August 16, 2021	549,800	551,678
Shell INTL FIN B V		Corporate Bond, 2.25% through January 6, 2023	248,395	238,863
Simon Property Group		Corporate Bond, 2.75% through February 1, 2023	1,637,042	1,565,552
Simon Property Group LP		Corporate Bond, 3.3% through January 15, 2026	24,344	24,047
Simon Property Group LP NT		Corporate Bond, 4.375% through March 1, 2021	278,420	256,225
Simon Property Group Senior Note		Corporate Bond, 3.75% through October 1, 2024	97,534	97,846
South Carolina Elec & Gas Co		Corporate Bond, 5.48% through February 1, 2041	518,089	467,190
Southwestern Public Services Corporation		Corporate Bond, 4.5% through August 15, 2041	533,550	538,692

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BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Starbucks Corp		Corporate Bond, 2.45% through June 15, 2026	\$ 240,467	\$ 225,130
State Street Corp		Corporate Bond, 3.7% through November 20, 2023	840,683	815,200
Statoil Asa Senior Near Term		Corporate Bond, 3.95% through May 15, 2043	492,873	506,568
Stryker Corp		Corporate Bond, 3.375% through November 1, 2025	548,471	528,748
Target Corp		Corporate Bond, 3.875% through July 15, 2020	270,622	254,240
Target Corp SR NT		Corporate Bond, 3.5% through July 1, 2024	853,853	818,651
Target Corp SR Global NT		Corporate Bond, 2.5% through April 15, 2026	236,710	231,418
Time Warner Inc		Corporate Bond, 6.25% through March 29, 2041	342,755	367,649
TJX Companies Inc. New Near Term		Corporate Bond, 2.5% through May 15, 2023	192,877	197,247
TJX Cos Inc SR NT		Corporate Bond, 2.75% through June 15, 2021	247,752	247,299
Total Capital GTD NT		Corporate Bond, 2.875% through February 17, 2022	827,583	798,377
Total CAP INTL		Corporate Bond, 2.7% through January 25, 2023	258,310	242,835
Toyota Motor Credit Corporation Near Term		Corporate Bond, 2.75% through May 17, 2021	262,547	247,130
Toyota Motor Credit Corporation Medium Term		Corporate Bond, 2.15% through March 12, 2020	799,349	802,224
Toyota Motor Credit Corporation Medium Term		Corporate Bond, 3.3% through January 12, 2022	571,652	564,978
Toyota Motor Credit Corporation Medium Term		Corporate Bond, 3.4% through September 15, 2021	106,740	105,554
Unilever Cap Corp SR Gbl NT		Corporate Bond, 3.1% through July 30, 2025	241,135	241,766
Union PAC Corp NT		Corporate Bond, 3.646% through February 15, 2024	23,125	22,934

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BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
United Parcel Service		Corporate Bond, 2.45% through October 1, 2022	\$ 260,170	\$ 241,700
US BK NATL ASSN Cincinnati		Corporate Bond, 2.8% through January 27, 2025 Or Option Call December 27, 2024	260,782	237,928
United States Treasury Bonds		Treasury Bond, 2.5% through February 15, 2045	766,710	731,310
United States Treasury Bonds		Treasury Bond, 2.875% through August 15, 2045	491,953	470,820
United States Treasury Bonds		Treasury Bond, 3.375% through May 15, 2044	108,017	108,269
United States Treasury Bonds		Treasury Bond, 2.5% through February 15, 2045	58,303	56,928
United States Treasury Bonds		Treasury Bond, 2.875% through August 15, 2045	78,700	75,331
United States Treasury Note		Treasury Bond, 2% through August 15, 2025	119,330	112,453
United States Treasury Note		Treasury Bond, 2.25% through November 15, 2025	205,096	194,855
United States Treasury Note		Treasury Bond, 2% through August 15, 2025	114,335	107,768
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2042	485,150	727,570
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2041	137,754	142,026
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2044	332,616	344,352
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2036	653,075	715,375
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2037	617,547	678,650
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2040	1,106,886	1,229,998
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2043	403,745	613,238
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2036	491,784	692,118

See independent auditor's report.

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PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
United States Treasury Security		Treasury Bond, 0 CPN through May 15, 2035	\$ 175,098	\$ 196,494
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2037	407,092	580,705
United States Treasury Security		Treasury Bond, 0 CPN through May 15, 2041	463,111	536,204
United States Treasury Security		Treasury Bond, 0 CPN through May 15, 2034	541,227	560,300
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2035	581,364	807,576
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2034	98,018	106,901
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2034	114,944	157,988
United States Treasury Security		Treasury Bond, 0 CPN through August 15, 2042	540,020	599,989
United States Treasury Security		Treasury Bond, STRIP CPN through February 15, 2035	687,671	753,653
United States Treasury Security Stripped Interest Payment		Treasury Bond, 0 CPN through November 15, 2038	326,475	470,754
United States Treasury Security Stripped Interest Payment		Treasury Bond, 0 CPN through February 15, 2039	714,561	778,365
United States Treasury Security Stripped Interest Payment		Treasury Bond, 0 CPN through February 15, 2038	583,764	643,584
United Technologies Corp		Corporate Bond, 3.1% through June 1, 2022	1,295,561	1,271,037
United Technologies Corp		Corporate Bond, 4.5% through June 1, 2042	308,685	286,700
United Health Group Inc.		Corporate Bond, 4.625% through July 15, 2035	56,729	58,547
US Bancorp Medium Term Note		Corporate Bond, 1.95% through November 15, 2018 or Option Call October 15, 2018	906,291	894,454
US Bancorp Medium Term Note		Corporate Bond, 3% through March 15, 2022 or Option Call February 15, 2022	292,971	291,741
Verizon Communications Inc		Corporate Bond, 4.4% through November 1, 2034	520,301	507,093

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PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Investments at Fair Value			
	Virginia Electric Power	Corporate Bond, 6.35% through November 30, 2037	\$ 488,291	\$ 483,121
	Visa INC SR GLBL NT 25	Corporate Bond, 3.15%, through December 14, 2025	1,073,893	1,027,797
	Wal-Mart Stores Inc	Corporate Bond, 3.3% through April 22, 2024	872,095	808,785
	Wal-Mart Stores Inc	Corporate Bond, 5.875% through April 5, 2027	46,755	46,083
	Wellpoint Inc Near Term 3.3	Corporate Bond, 3.3% through January 15, 2023	322,894	320,684
	Wells Fargo & Co	Corporate Bond, 2.6% through July 22, 2020	513,882	495,040
	Wells Fargo & Co	Corporate Bond, 3.3% through September 9, 2024	799,227	785,198
	Wells Fargo & Co MTN	Corporate Bond, 3.5% through March 8, 2022	403,288	389,439
	Wells Fargo & Co MTN	Corporate Bond, 4.6% through April 1, 2021	895,172	832,980
	Wells Fargo & Co New MTN	Corporate Bond, 3.45% through February 13, 2023	421,941	422,385
	Wells Fargo & Co New Medium	Corporate Bond, 3.55% through September 29, 2025	257,702	243,663
	Westpac Bkg Corp Sr Glbl NT	Corporate Bond, 2.1% through May 13, 2021	250,787	241,903
	Westpac Bkg Corp Sr Glbl NT	Corporate Bond, 2.8% through January 11, 2022	826,547	791,775
	Wyeth	Corporate Bond, 6.45% through February 1, 2024	357,555	308,251

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
*	Berry Global Group, Inc.	Common Stock	\$ 19,658,216	\$ 38,003,327
	Federated Government Obligations Premiere	Money market fund	4,907,256	4,907,259
	Federated Ultra Short BD-INS	Mutual fund	3,983,394	3,960,709
	Ishares High Yield Corporate Bnd Fnd	Mutual fund	2,073,964	1,950,519
	Invesco Exchange-traded FD TR Emerging MKTS Sovereign Debt I	Mutual fund	1,263,571	1,151,776
	Principal Short Term Income Fund	Mutual fund	562,445	553,754
	Schwab US Tips EFT	Mutual fund	1,056,378	1,028,478
	Vanguard Developed Markets Index Fund Admiral Shares	Mutual fund	3,427,687	3,956,299
	Vanguard MidCap Index Fund-I	Mutual fund	4,887,847	6,517,463
	Vanguard MidCap Index ADM	Mutual fund	40,645	40,269
	Vanguard FTSE Emerging Markets EFT	Mutual fund	3,257,414	3,161,100
	Vanguard Real Estate EFT	Mutual fund	1,647,206	2,844,374
	Vanguard Short-Term Bond Index	Mutual fund	1,410,177	1,371,363
	Vanguard SmallCap Index FD ADM	Mutual fund	2,427,732	3,445,859
			147,515,910	169,086,905
Investments at Estimated Fair Value				
*	Fifth Third Equity Index Commingled Fund Class A	Common trust fund	32,047,084	67,694,054
*	Mass Mutual Pooled Separate Accounts	Pooled separate account	**	1,285,197
			32,047,084	68,979,251
Investments at Contract Value				
*	Mass Mutual Guaranteed Investment Contract	Guaranteed Investment Contract	**	6,429,308
	Total investments per Form 5500			244,495,464
	Net difference in guaranteed investment contract for which fair value is measured at NAV using the practical expedient			(115,294)
	Investments due from merged retirement Plans			(108,309,961)
	Total investments per financial statements			\$ 136,070,209
* Party-in-interest				
** Cost basis information is not available				

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

September 30, 2018

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Transaction Expense	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
<i>Series of transactions in excess of five percent of Plan assets</i>							
Issuer	Federated Government Obligations Premiere	\$ 3,097,208	\$ 0	\$ 0	\$ 3,097,208	\$ 3,097,208	\$ 0
Issuer	Federated Government Obligations Premiere	0	3,966,982	0	3,966,982	3,966,982	0

See independent auditor's report.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

Schedule SB, line 26 - Schedule of Active Participant Data

	Attained	Years of Credited Service										Total
	Age	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40&Over	Number
Average Age	Under 25	0	0	0	0	0	0	0	0	0	0	0
53.28	25-29	0	0	2	0	0	0	0	0	0	0	2
Average Service	30-34	0	3	6	6	0	0	0	0	0	0	15
23.91	35-39	0	1	22	24	0	0	0	0	0	0	47
# of Males	40-44	1	3	21	53	14	1	0	0	0	0	93
680	45-49	0	0	22	29	37	18	4	0	0	0	110
# of Females	50-54	0	2	22	43	38	34	26	5	0	0	170
153	55-59	0	1	26	41	29	47	19	33	5	0	201
	60-64	0	1	11	25	28	30	20	20	22	2	159
	65-69	0	0	3	6	4	3	2	5	5	0	28
	70 & Over	0	0	2	4	0	1	0	0	0	1	8
	Total	1	11	137	231	150	134	71	63	32	3	833

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Interest Rates

Minimum Funding (see "Actuarial Valuation Method") - segment rates with a 0-month lookback, with the segment rates stabilized as applicable according to the Bipartisan Budget Act of 2015 (BBA 2015).

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	5.88% per year, compounded annually.

Maximum Funding - segment rates with a 0-month lookback, using non-stabilized rates.

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	4.00% per year, compounded annually.

Compensation Increases None. Plan benefits are frozen.

Mortality IRS 2017 Static Mortality Table.

Retirement Age

Active Retirements are assumed to occur at age 63.

Terminated vested Retirements are assumed to occur at age 65.

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

Age	Table T-4 Rate
25	5.30%
40	4.20%
55	0.90%

Disability None

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 \$1,090,000.

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

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Actuarial Cost Method

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

Asset Valuation Method

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

1. Market value as of October 1, 2015, advanced to the valuation date with October 1, 2015 through September 30, 2016 and October 1, 2016 through September 30, 2017 benefit payments, expenses, contributions and expected return.
2. Market value as of October 1, 2016, advanced to the valuation date with October 1, 2016 through September 30, 2017 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.

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 PBGC vested liabilities and 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.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

**Changes since the Prior
Valuation (continued)**

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 \$1,090,000, compared to \$1,350,000 in 2016.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Rationale for Selection of Significant Actuarial Assumptions

IRS and PBGC mortality and interest rates

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

Retirement from active employment

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

Retirement from terminated vested status

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

Termination of employment

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

Plan expenses

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

Inflation (CPI)

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

Social Security Wage Base

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

Marital status

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Rationale for Selection of Significant Actuarial Assumptions (continued)

Form of payment

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

Assumed rate of return for actuarial value of assets

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

September 30, 2018

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Transaction Expense	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
<i>Series of transactions in excess of five percent of Plan assets</i>							
Issuer	Federated Government Obligations Premiere	\$ 3,097,208	\$ 0	\$ 0	\$ 3,097,208	\$ 3,097,208	\$ 0
Issuer	Federated Government Obligations Premiere	0	3,966,982	0	3,966,982	3,966,982	0

See independent auditor's report.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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. DEFINED BENEFIT PENSION PLAN		B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BERRY GLOBAL, INC.		D Employer Identification Number (EIN) 43-2107725	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2017</u>			
2 Assets:			
a Market value.....		2a	140,147,887
b Actuarial value		2b	131,105,981
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	1,216	67,506,306	67,506,306
b For terminated vested participants	1,275	36,100,778	36,100,778
c For active participants	833	24,157,274	25,944,227
d Total	3,324	127,764,358	129,551,311
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	5.88%	
6 Target normal cost	6	1,090,000	

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		<u>7/10/2019</u>
Signature of actuary		Date
THOMAS GRAHAM		1705864
Type or print name of actuary		Most recent enrollment number
CBIZ RETIREMENT PLAN SERVICES		215-825-4022
Firm name		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 ☐**For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2017**

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of _____%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		379,179
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.08</u> %.....		23,054
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		402,233
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	101.20%
15 Adjusted funding target attainment percentage.....	15	101.20%
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	100.52%
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 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1,090,000	
b Excess assets, if applicable, but not greater than line 31a	31b	1,090,000	
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	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

Schedule SB, Part V - Summary of Plan Provisions

Original Effective Date 7/1/1992

Plan Year October 1 through September 30

Employer ID No. 43-2107725

Plan Number 001

Eligibility

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

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

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

Service

Service shall equal total years of service with the Employer. A year of service is credited for each plan year in which an employee works 1,000 hours.

Normal Retirement Date

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

Normal Retirement Benefit

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

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

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

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

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Delayed Retirement

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

Average Compensation

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

Accrued Benefit

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

Early Retirement Benefit

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

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

Disability Retirement Benefit

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

Death Benefit

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

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

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Severance Benefit

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

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

Normal Form of Payment

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

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

Optional Methods of Settlement

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

The options for Pliant participants are:

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

The options for Calhoun participants are:

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

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

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

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

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

Original Effective Date	8/1/1961
Plan Year	October 1 through September 30
Employer ID No.	43-2107725
Plan Number	001

Eligibility

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

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

Service

Years and fractional years of service from date of hire.

Normal Retirement Date

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

Normal Retirement Benefit

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

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

Delayed Retirement

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

Average Compensation

N/A

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Accrued Benefit

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

Early Retirement Benefit

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

Disability Retirement Benefit

N/A

Death Benefit

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

Severance Benefit

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

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

Normal Form of Payment

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Optional Methods of Settlement

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

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

Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment based on the UP84 Unisex Table and a 7.50% interest rate. Lump sum actuarial equivalence is based on the 1994 Unisex Group Annuity Mortality Table and the interest rate for the calendar year is based on the prior November's 30-year Treasury rate.

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

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

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

Original Effective Date	2/1/1974
Plan Year	October 1 through September 30
Employer ID No.	43-2107725
Plan Number	001

Eligibility

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

Accruals and participation frozen effective September 1, 2003.

Service

Normal Retirement Date

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

Normal Retirement Benefit

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

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

Delayed Retirement

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

Average Compensation

N/A

Accrued Benefit

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Early Retirement Benefit

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

Disability Retirement Benefit

N/A

Death Benefit

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

Severance Benefit

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

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

Normal Form of Payment

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

Optional Methods of Settlement

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

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

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

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

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

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

Original Effective Date	7/1/1979
Plan Year	October 1 through September 30
Employer ID No.	43-2107725
Plan Number	001

Eligibility

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

Participant frozen effective June 5, 2009.

Service

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

Normal Retirement Date

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

Normal Retirement Benefit

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

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

Delayed Retirement

Frozen monthly benefit commences at Normal Retirement Date while employed

Average Compensation

N/A

Accrued Benefit

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Early Retirement Benefit

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

Disability Retirement Benefit

N/A

Death Benefit

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

Severance Benefit

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

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

Normal Form of Payment

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

Optional Methods of Settlement

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

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

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

Additional Information

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

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

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

Original Effective Date	10/3/1983
Plan Year	October 1 through September 30
Employer ID No.	43-2107725
Plan Number	001

Eligibility

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

Service

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

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

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

No benefits accrue after December 31, 2011.

Normal Retirement Date

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Normal Retirement Benefit

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

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

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

Delayed Retirement

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

Average Compensation

N/A

Accrued Benefit

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

Early Retirement Benefit

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

Disability Retirement Benefit

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

Death Benefit

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

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

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

Severance Benefit

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

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

Normal Form of Payment

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

Optional Methods of Settlement

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

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

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

Additional Information

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

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
	Alphabet Inc Sr Gbl Nt	Corporate Bond, 3.375% through February 25, 2024	\$ 274,518	\$ 251,535
	Altera Corp Sr Nt	Corporate Bond, 2.5% through November 15, 2018	256,980	250,052
	American Honda Fin Corp Med	Corporate Bond, 2.9% through February 16, 2024	241,825	241,640
	Americredit Automobile	Corporate Bond, 2.57% through July 8, 2020	549,140	549,901
	Americredit Automobile	Corporate Bond, 3.72% through December 8, 2021	129,981	130,671
	Amgen Inc	Corporate Bond, 5.75% through March 15, 2040	435,445	406,854
	Amgen Inc	Corporate Bond, 5.15% through November 15, 2041	55,479	52,991
	Apple Inc	Corporate Bond, 2.4% through May 3, 2023	274,169	264,391
	Apple Inc SR Global NT	Corporate Bond, 3.25% through February 23, 2026	149,021	146,617
	Apple Inc SR Global NT	Corporate Bond, 2.85% through May 6, 2021	822,166	805,958
	Apple Inc SR Global NT	Corporate Bond, 3.45% through May 6, 2024	963,425	910,437
	Apple Inc SR Global NT	Corporate Bond 3.25% through February 23, 2026	414,232	390,980
	Apple Inc SR Global NT	Corporate Bond, 2.45% through August 4, 2026	92,956	92,219
	Applied Materials Inc.	Corporate Bond 5.85% through June 15, 2041	264,401	271,986
	Archer Daniels Midland Co	Corporate Bond, 4.479% through March 1, 2021	891,300	833,466
	AT&T Inc NT	Corporate Bond, 4.35% through June 15, 2045	437,117	397,137
	AT&T Inc	Corporate Bond, 3% through February 15, 2022	275,350	288,932
	AT&T Inc	Corporate Bond, 4.45% through May 15, 2021	25,662	25,605

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
	Automatic Data Processing Inc	Corporate Bond, 3.375% through September 15, 2025	\$ 945,263	\$ 902,875
	Automatic Data Processing Inc	Corporate Bond, 3.375% through September 15, 2026	155,813	148,825
	Bank New York Mellon Corp	Corporate Bond, 2.45% through August 17, 2026	764,591	737,254
	Bank New York Mellon Corp	Corporate Bond, 2.5% through April 15, 2021	255,043	245,470
	Bank New York Inc MTN	Corporate Bond, 2.1% through January 15, 2019	857,648	844,003
	Bank Nova Scotia B C SR NT	Corporate Bond, 2.45% through March 22, 2021	257,537	244,808
	Bank of America Corp SR NT SER L	Corporate Bond, 5.875% through January 5, 2021	363,737	348,358
	Bank of America FDG Corp	Corporate Bond, 5.625% through July 1, 2020	357,068	364,249
	Berkshire Hathaway Financial	Corporate Bond, 4.25% through January 15, 2021	358,898	364,078
	Berkshire Hathaway Financial Corporation Senior	Corporate Bond, 2.9% through October 15, 2020	835,264	809,798
	Berkshire Hathaway Financial Corporation Senior	Corporate Bond, 4.3% through May 15, 2043	131,138	145,544
	Berkshire Hathaway Inc	Corporate Bond, 2.75% through March 15, 2023	261,629	244,162
	Berkshire Hathaway Inc Del. Senior Near Term	Corporate Bond, 3% through February 11, 2023	1,119,080	1,072,332
	BHP Billiton Fin USA LTD GTD SR	Corporate Bond, 3.25% through November 21, 2021	458,055	459,738
	Blackrock Inc	Corporate Bond, 5% through December 10, 2019	280,630	256,290
	BNP Paribas Medium Term Note	Corporate Bond, 2.4% through December 12, 2018	130,529	130,007
	BNP Paribas/ BNP Paribas US	Corporate Bond, 3.25% through March 3, 2023	246,367	245,591
	BP Capital Markets PLC	Corporate Bond, 3.245% through May 6, 2022	179,148	173,859

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
	BP Capital Markets PLC	Corporate Bond, 2.75% through May 10, 2023	\$ 286,364	\$ 283,463
	Burlington Res Fin Co	Corporate Bond, 7.2% through August 15, 2031	314,721	286,387
	Caterpillar Financial Services Corp	Corporate Bond, 3.3% through June 9, 2024	267,858	246,230
	Caterpillar Inc	Corporate Bond, 3.4% through May 15, 2024	270,757	248,502
	Celgene Corp	Corporate Bond, 3.95% through October 15, 2020	492,965	471,064
	Charles Schwab Corp	Corporate Bond, 4.45% through July 22, 2020	276,944	256,220
	Chevron Corp	Corporate Bond, 3.191% through June 24, 2023	1,088,915	1,052,316
	Chevron Corp New	Corporate Bond, 1.961% through March 3, 2020	254,746	246,790
	Cisco Sys Inc	Corporate Bond, 4.95% through February 15, 2019	994,656	877,535
	Citigroup Inc	Corporate Bond, 8.125% through July 15, 2039	137,603	167,442
	CLI FDG V LLC	Corporate Bond, 2.83% through March 18, 2028	86,218	83,992
	CME Group Inc. Senior Near Term	Corporate Bond, 5.3% through September 15, 2043	474,938	506,862
	Cnooc Fin 2013 LTD	Corporate Bond, 3% through May 9, 2023	374,967	402,487
	Coca Cola Co	Corporate Bond, 3.15% through November 15, 2020	974,791	912,657
	Coca Cola Co	Corporate Bond, 2.55% through June 1, 2026	238,160	230,627
	Comcast Corp New SR NT	Corporate Bond, 4.25% through January 15, 2033	411,076	411,735
	COMM MTG TR SER 2013	Corporate Bond, Various through March 12, 2046	438,580	367,135
	COMM MTG TR SER 2014	Corporate Bond, Various through March 12, 2047	706,758	656,839

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Investments at Fair Value			
	Commonwealth Edison 1MTG	Corporate Bond, 3.7% through March 1, 2045	\$ 249,793	\$ 234,348
	Conoco Inc	Corporate Bond, 6.95% through April 15, 2029	217,288	212,273
	CSAIL MTG TR	Corporate Bond, Various through August 17, 2048	334,852	339,226
	Cronos Containers Program	Corporate Bond, 3.08% through April 18, 2028	22,666	22,521
	Deere John Cap Corp Med Term NTS	Corporate Bond, 2.8% through March 4, 2021	259,430	247,900
	Deere John Cap Corp MTN	Corporate Bond, 2.65% through June 24, 2024	24,036	23,768
	Disney Walt Co New MTN	Corporate Bond, 2.3% through February 12, 2021	260,850	245,505
	Dupont EI Nemour	Corporate Bond, 3.625% through January 15, 2021	870,345	818,173
	Ebay Inc DR GLBL NT	Corporate Bond, 2.875% through August 1, 2021	801,390	797,826
	Emerson Electric Co	Corporate Bond, 5.25% through October 15, 2018	894,899	810,810
	Exelon Generation Co	Corporate Bond, 6.25% through October 1, 2039	407,767	440,944
	Exxon Mobil	Corporate Bond, 2.397% through March 6, 2022	255,983	243,407
	FMR LLC	Corporate Bond, 6.5% through December 14, 2040	249,833	275,232
	Ford MTR CR Co	Corporate Bond, 5.875% through August 2, 2021	302,227	271,916
	France Telecom	Corporate Bond, 4.125% through September 14, 2021	316,436	322,245
	France Telecom	Corporate Bond, 9% through March 1, 2031	254,325	262,565
	Franklin Res Inc SR NT	Corporate Bond, 2.8% through September 15, 2022	392,777	379,166
	GE Capital International	Corporate Bond, 4.418% through November 15, 2035	266,148	278,583

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
General Electric Cap Corporation		Corporate Bond, 6.75% through March 15, 2032	\$ 280,949	\$ 273,297
General Electric Cap Corporation		Corporate Bond, 6% through August 7, 2019	228,750	200,052
General Electric Cap Corporation		Corporate Bond, 4.375% through September 16, 2020	85,502	81,730
General Electric Cap Corp Medium		Corporate Bond, 3.15% through September 7, 2022	268,081	246,450
General Dynamics Corp		Corporate Bond, 2.125% through August 15, 2026	221,608	223,780
Glaxosmithkline Cap		Corporate Bond, 2.85% through May 8, 2022	261,625	245,795
Goldman Sachs Group Inc		Corporate Bond, 5.75% through January 24, 2022	586,570	553,233
Google Inc SR Gbl NT		Corporate Bond, 3.375% through February 25, 2024	276,557	276,688
Hasbro Inc Near Term		Corporate Bond, 6.35% through March 15, 2040	293,921	305,435
Home Depot Inc Senior Near Term		Corporate Bond, 2.7% through April 1, 2023	260,158	244,192
Home Depot Inc Senior Near Term		Corporate Bond, 3.75% through February 15, 2024	417,543	417,909
HSBC USA Inc		Corporate Bond, 2.35% through March 5, 2020	250,985	247,260
HSBC Bank USA		Corporate Bond, 5.875% through November 1, 2034	291,830	279,139
HSBC Holdings PLC		Corporate Bond, 4% through March 20, 2022	253,542	253,059
IBM Corp		Corporate Bond, 1.875% through August 1, 2022	249,973	237,017
Intel Corporation		Corporate Bond, 3.3% through October 1, 2021	1,081,758	1,065,597
Intel Corporation		Corporate Bond, 3.7% through July 29, 2025	122,370	120,804
International Business Machs		Corporate Bond, 3.625% through February 12, 2024	875,610	813,815

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
	John Deere Cap Corp MTN	Corporate Bond, 2.375% through July 14, 2020	\$ 813,345	\$ 799,794
	Johnson & Johnson SR NT	Corporate Bond, 2.45% through March 1, 2026	1,025,540	991,079
	Johnson S C & Son Inc	Corporate Bond, 4.8% through September 1, 2040	395,792	426,996
	JP Morgan Chase & Co	Corporate Bond, 5.625% through August 16, 2043	488,243	539,743
	JP Morgan Chase & Co	Corporate Bond, 4.25% through October 15, 2020	346,155	346,562
	JP Morgan Chase & Company Senior Near Term	Corporate Bond, 3.25% through September 23, 2022	342,042	332,038
	JP Morgan Chase & Company Senior Near Term	Corporate Bond, 4.5% through January 24, 2022	112,999	109,272
	JPMBB Coml Mtg Secs TR	Corporate Bond, Various through April 15, 2047	394,656	380,433
	Keycorp Medium Term SR NTS	Corporate Bond, 5.1% through March 24, 2021	373,814	343,296
	Kimberly Clark Corp SR NT	Corporate Bond, 2.4% through March 1, 2022	805,124	785,157
	Lilly Eli & Co SR NT	Corporate Bond, 2.75% through June 1, 2025	265,987	239,157
	Lowes Cos Inc	Corporate Bond, 5.125% through November 15, 2041	489,251	501,146
	Lyondellbasell Industries	Corporate Bond, 5% through April 15, 2019	47,505	43,215
	Marriott Vacations Worldwide Owner Trust	Corporate Bond, 2.74% through April 27, 2030	10,586	10,419
	Mastercard Inc NT	Corporate Bond, 3.375% through April 1, 2024	1,583,431	1,539,738
	Medtronic IN SR NT	Corporate Bond, 4% through April 1, 2043	254,201	255,490
	Memorial Sloan-Kettering	Corporate Bond, 5% through January 7, 2042	490,327	481,232
	Merck & Co Inc	Corporate Bond, 2.75% through February 10, 2025	1,320,822	1,286,306

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Merck & Co Inc		Corporate Bond, 5% through June 30, 2019	\$ 1,175,904	\$ 1,079,133
Metlife Inc		Corporate Bond, 4.875% through November 13, 2043	235,543	247,117
Metropolitan Life Global FDG I		Corporate Bond, 2.5%	371,039	364,385
Microsoft Corp		Corporate Bond, 3% through October 1, 2020	819,396	814,512
Microsoft Corp		Corporate Bond, 2.375% through May 1, 2023	255,388	241,885
MidAmerican Energy Co		Corporate Bond, 3.5% through October 15, 2024	529,453	509,240
MidAmerican Energy Co		Corporate Bond, 4.8% through September 15, 1943	211,558	216,514
Morgan Stanley Medium Term Note		Corporate Bond, 5.5% through January 26, 2020	410,011	381,059
MS Bofa Merrill Lynch Trust		Corporate Bond, Various through October 17, 2046	38,890	40,050
MVW Owner Trust		Corporate Bond, 2.74% through April 27, 2030	37,050	36,467
NBC Universal Media LLC		Corporate Bond, 4.375% through April 1, 2021	174,956	179,291
New Jersey St Transition Term Fund		Corporate Bond, 6.561% through December 15, 2040	387,902	380,211
New York Life Ins Co		Corporate Bond, 5.875% through May 15, 2033	328,355	346,350
Northern Trust Corporation		Corporate Bond, 3.95% through October 30, 2025	309,966	314,885
Northrop Grumman Corporation		Corporate Bond, 3.25% through August 1, 2023	154,166	152,280
Northrop Grumman Corporation		Corporate Bond, 4.75% through June 1, 2043	149,856	155,661
Novartis Capital Corp		Corporate Bond, 2.4% through September 21, 2022	463,994	459,069
Novartis Capital Corp		Corporate Bond, 3.4% through May 6, 2024	272,281	250,342

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Novartis Capital Corp		Corporate Bond, 4.4% through April 24, 2024	\$ 154,610	\$ 153,271
Nucor Corp		Corporate Bond, 5.2% through August 1, 2043	348,046	375,188
Occidental Petroleum Cor		Corporate Bond, 3.125% through February 15, 2022	819,914	801,981
Omnicom Group Inc		Corporate Bond, 3.625% through May 1, 2022	485,921	487,226
Oracle Corp		Corporate Bond, 5% through July 8, 2019	276,490	254,322
Oracle Corp		Corporate Bond, 3.4% through July 8, 2024	268,225	247,842
Oracle Corp		Corporate Bond, 2.5% through October 15, 2022	779,455	785,919
Oracle Corp		Corporate Bond, 6.5% through April 15, 2038	429,581	475,054
Oracle Corp Near Term		Corporate Bond, 2.375% through January 15, 2019	66,245	64,960
Oracle Corp SR NT		Corporate Bond, 2.4% through September 15, 2023	779,487	772,837
Pepsico Inc Note		Corporate Bond, 2.75% through March 5, 2022	258,450	246,415
Pepsico Inc		Corporate Bond, 2.750% through March 1, 2023	793,944	791,961
Pfizer Inc NT		Corporate Bond, 2.1% through May 15, 2019	254,795	249,323
Phillip Morris INTL INC SR NT		Corporate Bond, 2.625% through March 6, 2023	260,037	239,728
Phillip Morris INTL INC SR NT		Corporate Bond, 3.25% through November 10, 2024	263,597	244,800
Philip Morris Intl Inc		Corporate Bond, 2.75% through February 25, 2026	772,789	752,660
Praxair Inc		Corporate Bond, 4.5% through August 15, 2019	656,078	629,529
Praxair Inc NT		Corporate Bond, 2.45% through February 15, 2022	257,395	243,210

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Precision CastParts Corp		Corporate Bond, 2.5% through January 15, 2023	\$ 24,195	\$ 24,070
Private Export Funding		Corporate Bond, 4.3% through December 15, 2021	203,604	212,485
Procter & Gamble Co		Corporate Bond, 3.1% through August 15, 2023	273,045	248,460
Progressive Corp Ohio SR Note		Corporate Bond, 3.75% through August 23, 2021	273,232	251,970
Protective Life Corp		Corporate Bond, 8.45% through October 15, 2039	184,727	201,643
Qualcomm Inc		Corporate Bond, 3% through May 20, 2022	521,627	491,930
Qualcomm Inc		Corporate Bond, 3.45% through May 20, 2025	1,157,745	1,052,580
Raytheon Company Near Term		Corporate Bond, 4.7% through December 15, 2041	142,795	158,163
Santander Drive Auto		Corporate Bond, 3.02% through April 15, 2021	579,980	580,116
Santander Drive Auto		Corporate Bond, 3.21% through January 15, 2021	369,899	370,714
Santander Drive Auto		Corporate Bond, 3.53% through August 16, 2021	549,800	551,678
Shell INTL FIN B V		Corporate Bond, 2.25% through January 6, 2023	248,395	238,863
Simon Property Group		Corporate Bond, 2.75% through February 1, 2023	1,637,042	1,565,552
Simon Property Group LP		Corporate Bond, 3.3% through January 15, 2026	24,344	24,047
Simon Property Group LP NT		Corporate Bond, 4.375% through March 1, 2021	278,420	256,225
Simon Property Group Senior Note		Corporate Bond, 3.75% through October 1, 2024	97,534	97,846
South Carolina Elec & Gas Co		Corporate Bond, 5.48% through February 1, 2041	518,089	467,190
Southwestern Public Services Corporation		Corporate Bond, 4.5% through August 15, 2041	533,550	538,692

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
Starbucks Corp		Corporate Bond, 2.45% through June 15, 2026	\$ 240,467	\$ 225,130
State Street Corp		Corporate Bond, 3.7% through November 20, 2023	840,683	815,200
Statoil Asa Senior Near Term		Corporate Bond, 3.95% through May 15, 2043	492,873	506,568
Stryker Corp		Corporate Bond, 3.375% through November 1, 2025	548,471	528,748
Target Corp		Corporate Bond, 3.875% through July 15, 2020	270,622	254,240
Target Corp SR NT		Corporate Bond, 3.5% through July 1, 2024	853,853	818,651
Target Corp SR Global NT		Corporate Bond, 2.5% through April 15, 2026	236,710	231,418
Time Warner Inc		Corporate Bond, 6.25% through March 29, 2041	342,755	367,649
TJX Companies Inc. New Near Term		Corporate Bond, 2.5% through May 15, 2023	192,877	197,247
TJX Cos Inc SR NT		Corporate Bond, 2.75% through June 15, 2021	247,752	247,299
Total Capital GTD NT		Corporate Bond, 2.875% through February 17, 2022	827,583	798,377
Total CAP INTL		Corporate Bond, 2.7% through January 25, 2023	258,310	242,835
Toyota Motor Credit Corporation Near Term		Corporate Bond, 2.75% through May 17, 2021	262,547	247,130
Toyota Motor Credit Corporation Medium Term		Corporate Bond, 2.15% through March 12, 2020	799,349	802,224
Toyota Motor Credit Corporation Medium Term		Corporate Bond, 3.3% through January 12, 2022	571,652	564,978
Toyota Motor Credit Corporation Medium Term		Corporate Bond, 3.4% through September 15, 2021	106,740	105,554
Unilever Cap Corp SR Gbl NT		Corporate Bond, 3.1% through July 30, 2025	241,135	241,766
Union PAC Corp NT		Corporate Bond, 3.646% through February 15, 2024	23,125	22,934

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
United Parcel Service		Corporate Bond, 2.45% through October 1, 2022	\$ 260,170	\$ 241,700
US BK NATL ASSN Cincinnati		Corporate Bond, 2.8% through January 27, 2025 Or Option Call December 27, 2024	260,782	237,928
United States Treasury Bonds		Treasury Bond, 2.5% through February 15, 2045	766,710	731,310
United States Treasury Bonds		Treasury Bond, 2.875% through August 15, 2045	491,953	470,820
United States Treasury Bonds		Treasury Bond, 3.375% through May 15, 2044	108,017	108,269
United States Treasury Bonds		Treasury Bond, 2.5% through February 15, 2045	58,303	56,928
United States Treasury Bonds		Treasury Bond, 2.875% through August 15, 2045	78,700	75,331
United States Treasury Note		Treasury Bond, 2% through August 15, 2025	119,330	112,453
United States Treasury Note		Treasury Bond, 2.25% through November 15, 2025	205,096	194,855
United States Treasury Note		Treasury Bond, 2% through August 15, 2025	114,335	107,768
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2042	485,150	727,570
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2041	137,754	142,026
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2044	332,616	344,352
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2036	653,075	715,375
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2037	617,547	678,650
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2040	1,106,886	1,229,998
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2043	403,745	613,238
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2036	491,784	692,118

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
United States Treasury Security		Treasury Bond, 0 CPN through May 15, 2035	\$ 175,098	\$ 196,494
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2037	407,092	580,705
United States Treasury Security		Treasury Bond, 0 CPN through May 15, 2041	463,111	536,204
United States Treasury Security		Treasury Bond, 0 CPN through May 15, 2034	541,227	560,300
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2035	581,364	807,576
United States Treasury Security		Treasury Bond, 0 CPN through February 15, 2034	98,018	106,901
United States Treasury Security		Treasury Bond, 0 CPN through November 15, 2034	114,944	157,988
United States Treasury Security		Treasury Bond, 0 CPN through August 15, 2042	540,020	599,989
United States Treasury Security		Treasury Bond, STRIP CPN through February 15, 2035	687,671	753,653
United States Treasury Security Stripped Interest Payment		Treasury Bond, 0 CPN through November 15, 2038	326,475	470,754
United States Treasury Security Stripped Interest Payment		Treasury Bond, 0 CPN through February 15, 2039	714,561	778,365
United States Treasury Security Stripped Interest Payment		Treasury Bond, 0 CPN through February 15, 2038	583,764	643,584
United Technologies Corp		Corporate Bond, 3.1% through June 1, 2022	1,295,561	1,271,037
United Technologies Corp		Corporate Bond, 4.5% through June 1, 2042	308,685	286,700
United Health Group Inc.		Corporate Bond, 4.625% through July 15, 2035	56,729	58,547
US Bancorp Medium Term Note		Corporate Bond, 1.95% through November 15, 2018 or Option Call October 15, 2018	906,291	894,454
US Bancorp Medium Term Note		Corporate Bond, 3% through March 15, 2022 or Option Call February 15, 2022	292,971	291,741
Verizon Communications Inc		Corporate Bond, 4.4% through November 1, 2034	520,301	507,093

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BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

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PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
	Virginia Electric Power	Corporate Bond, 6.35% through November 30, 2037	\$ 488,291	\$ 483,121
	Visa INC SR GLBL NT 25	Corporate Bond, 3.15%, through December 14, 2025	1,073,893	1,027,797
	Wal-Mart Stores Inc	Corporate Bond, 3.3% through April 22, 2024	872,095	808,785
	Wal-Mart Stores Inc	Corporate Bond, 5.875% through April 5, 2027	46,755	46,083
	Wellpoint Inc Near Term 3.3	Corporate Bond, 3.3% through January 15, 2023	322,894	320,684
	Wells Fargo & Co	Corporate Bond, 2.6% through July 22, 2020	513,882	495,040
	Wells Fargo & Co	Corporate Bond, 3.3% through September 9, 2024	799,227	785,198
	Wells Fargo & Co MTN	Corporate Bond, 3.5% through March 8, 2022	403,288	389,439
	Wells Fargo & Co MTN	Corporate Bond, 4.6% through April 1, 2021	895,172	832,980
	Wells Fargo & Co New MTN	Corporate Bond, 3.45% through February 13, 2023	421,941	422,385
	Wells Fargo & Co New Medium	Corporate Bond, 3.55% through September 29, 2025	257,702	243,663
	Westpac Bkg Corp Sr Glbl NT	Corporate Bond, 2.1% through May 13, 2021	250,787	241,903
	Westpac Bkg Corp Sr Glbl NT	Corporate Bond, 2.8% through January 11, 2022	826,547	791,775
	Wyeth	Corporate Bond, 6.45% through February 1, 2024	357,555	308,251

See independent auditor's report.

BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN

PLAN SPONSOR: BERRY GLOBAL, INC.

PLAN SPONSOR EIN: 43-2107725

PLAN NUMBER: 001

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)(CONTINUED)

September 30, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Investments at Fair Value				
* Berry Global Group, Inc.		Common Stock	\$ 19,658,216	\$ 38,003,327
Federated Government Obligations Premiere		Money market fund	4,907,256	4,907,259
Federated Ultra Short BD-INS		Mutual fund	3,983,394	3,960,709
Ishares High Yield Corporate Bnd Fnd		Mutual fund	2,073,964	1,950,519
Invesco Exchange-traded FD TR Emerging MKTS Sovereign Debt I		Mutual fund	1,263,571	1,151,776
Principal Short Term Income Fund		Mutual fund	562,445	553,754
Schwab US Tips EFT		Mutual fund	1,056,378	1,028,478
Vanguard Developed Markets Index Fund Admiral Shares		Mutual fund	3,427,687	3,956,299
Vanguard MidCap Index Fund-I		Mutual fund	4,887,847	6,517,463
Vanguard MidCap Index ADM		Mutual fund	40,645	40,269
Vanguard FTSE Emerging Markets EFT		Mutual fund	3,257,414	3,161,100
Vanguard Real Estate EFT		Mutual fund	1,647,206	2,844,374
Vanguard Short-Term Bond Index		Mutual fund	1,410,177	1,371,363
Vanguard SmallCap Index FD ADM		Mutual fund	2,427,732	3,445,859
			147,515,910	169,086,905
Investments at Estimated Fair Value				
* Fifth Third Equity Index Commingled Fund Class A		Common trust fund	32,047,084	67,694,054
* Mass Mutual Pooled Separate Accounts		Pooled separate account	**	1,285,197
			32,047,084	68,979,251
Investments at Contract Value				
* Mass Mutual Guaranteed Investment Contract		Guaranteed Investment Contract	**	6,429,308
Total investments per Form 5500				244,495,464
Net difference in guaranteed investment contract for which fair value is measured at NAV using the practical expedient				(115,294)
Investments due from merged retirement Plans				(108,309,961)
Total investments per financial statements				\$ 136,070,209
* Party-in-interest				
** Cost basis information is not available				

See independent auditor's report.

Berry Global, Inc. Defined Benefit Pension Plan
EIN: 43-2107725 Plan: 001
Attachment to the 2017 Form 5500 Schedule SB

Schedule SB, line 24 - Change in Assumptions

Plan administrative expenses are assumed to be \$1,090,000, compared to \$1,350,000 in 2016. This change was made to reflect the anticipated change in the PBGC premium paid from Plan assets.