

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: 24pt; 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>11/01/2017</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 ☒ a single-employer plan ☐ the first return/report ☐ an amended return/report </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a DFE (specify) ____ ☒ the final return/report ☒ a short plan year return/report (less than 12 months) </div> </div>
B	This return/report is:
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;"> ☒ Form 5558 ☐ automatic extension ☐ the DFVC program </div> ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>AEP ALABAMA UNION EMPLOYEES' PENSION PLAN</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 FILMS, LLC</u> <u>101 OAKLEY STREET</u> <u>EVANSVILLE, IN 47710</u>	1b Three-digit plan number (PN) ▶	<u>005</u>	
	1c Effective date of plan	<u>11/01/1988</u>	
	2b Employer Identification Number (EIN)	<u>35-2184293</u>	
	2c Plan Sponsor's telephone number	<u>812-424-2904</u>	
	2d Business code (see instructions)	<u>326100</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; width: 100%;"></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	5 213
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 0 6a(2) 0 6b 0 6c 0 6d 0 6e 0 6f 0 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1H 3H 1I b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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

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

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

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

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

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

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2017 or fiscal plan year beginning 11/01/2017 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 AEP ALABAMA UNION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) 005
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BERRY GLOBAL FILMS, LLC	D Employer Identification Number (EIN) 35-2184293
E Type of plan: ☒ 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 11 Day 01 Year 2017			
2	Assets:			
a	Market value	2a	1046953	
b	Actuarial value	2b	1063804	
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	2892	2892
b	For terminated vested participants	20	93629	93629
c	For active participants	192	1232360	1232360
d	Total	213	1328881	1328881
4	If the plan is in at-risk status, check the box and complete lines (a) and (b): ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	6.13%	
6	Target normal cost	6	0	

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	06/24/2019
PAUL J. BRENNAN	Date
Type or print name of actuary	17-01485
BOSTON BENEFITS CONSULTING, INC.	Most recent enrollment number
Firm name	978-318-9900
100 MAIN STREET CONCORD, MA 01742-2528	Telephone number (including area code)
Address of the firm	

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	12000
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	0	12000
10 Interest on line 9 using prior year's actual return of <u>4.85</u> %	0	582
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		100726
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>6.01</u> %		6054
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		106780
d Portion of (c) to be added to prefunding balance		106780
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	119362

Part III Funding Percentages

14 Funding target attainment percentage	14	71.07%
15 Adjusted funding target attainment percentage	15	71.07%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.01%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

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

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 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	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	0	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	384439	87896	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	87896	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement		87896	87896
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 11/01/2017 and ending 09/30/2018	
A Name of plan AEP ALABAMA UNION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL FILMS, LLC	D Employer Identification Number (EIN) 35-2184293

Part I	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)

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

a Name:	PAUL J. BRENNAN	b EIN:	04-2749141
c Position:	ACTUARY		
d Address:	BOSTON BENEFITS CONSULTING, INC. 100 MAIN STREET CONCORD, MA 01742	e Telephone:	978-318-9900

Explanation: PLAN ENROLLED ACTUARY, TERMINATED BECAUSE THE PLAN WAS MERGED INTO ANOTHER PLAN.

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:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<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 11/01/2017 and ending 09/30/2018					
A Name of plan AEP ALABAMA UNION EMPLOYEES' PENSION PLAN				B Three-digit plan number (PN) ▶ 005	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL FILMS, LLC				D Employer Identification Number (EIN) 35-2184293	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: FIFTH THIRD EQTY INDX COMMINGLED FD					
b Name of sponsor of entity listed in (a): FIFTH THIRD BANK					
c EIN-PN 30-0194096-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12	

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
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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
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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
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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)**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 11/01/2017 and ending 09/30/2018		
A Name of plan AEP ALABAMA UNION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL FILMS, LLC	D Employer Identification Number (EIN) 35-2184293	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	120000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	2807	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8297	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	95714	0
(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)	819635	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

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

Part II Income and Expense Statement

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

		(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)	1003
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	8378
	(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)	9381
(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)	3386
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	3386
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	55816
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	55745
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	71
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	-31341
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	-31341

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		48884
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		5215
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		35596

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	213279	
(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)		213279
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)	839	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	40129	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		40968
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		254247

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-218651
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		827802

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	
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	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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	
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	
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	
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		
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		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
BERRY GLOBAL, INC. DEFINED BENEFIT PENSION PLAN	43-2107725	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4142630. (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 11/01/2017 and ending 09/30/2018		
A Name of plan AEP ALABAMA UNION EMPLOYEES' PENSION PLAN		B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 BERRY GLOBAL FILMS, LLC		D Employer Identification Number (EIN) 35-2184293
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1 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): 31-0854433		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 21
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

***AEP ALABAMA UNION EMPLOYEES’
PENSION PLAN***

Financial Report

September 30, 2018

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INDEPENDENT AUDITOR'S REPORT



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An Independently
Owned Member,
RSM US Alliance

Retirement Plans Committee
AEP Alabama Union Employees' Pension Plan

Report on Financial Statements

We were engaged to audit the accompanying financial statements of the AEP Alabama Union Employees' Pension Plan, which comprise the statement of net assets available for benefits as of September 30, 2018, the related statement of changes in net assets available for benefits for the 11-month period then ended, the statement of accumulated Plan benefits as of October 31, 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, 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, Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of September 30, 2018, and for the 11-month period then ended, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note 8 to the financial statements, the Retirement Plans Committee of Berry Global, Inc., the Plan's Sponsor, voted on July 15, 2018 to merge the Plan into the Berry Global, Inc. Defined Benefit Pension Plan effective September 30, 2018. All Plan assets and Plan liabilities were transferred to the Berry Global, Inc. Defined Benefit Pension Plan. Our disclaimer of opinion has not been modified with respect to this matter.

Other Matter

The supplemental schedule of reportable transactions as of September 30, 2018 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)



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

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

Other Matter – 2017 Financial Statements

The financial statements and the supplemental schedule of the Plan as of October 31, 2017 were audited by other auditors. 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 other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the Trustees. Their report, dated August 14, 2018, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustees, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Evansville, Indiana
July 12, 2019

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2018 and October 31, 2017

	2018	2017
ASSETS		
Investments at fair value	\$ 824,968	\$ 923,647
Receivables:		
Accrued income	2,836	2,807
Employer contribution receivable	0	120,000
Total assets	827,804	1,046,454
LIABILITIES		
Due to Berry Global, Inc. Defined Benefit Pension Plan at fair value	827,804	0
Accrued expenses	0	9,000
Net assets available for benefits	\$ 0	\$ 1,037,454

See accompanying notes to the financial statements.

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the 11-Month Period Ended September 30, 2018 and Year Ended October 31, 2017

	2018	2017
Additions		
Investment income:		
Net appreciation in fair value of investments	\$ 22,829	\$ 100,094
Interest and dividends	12,708	28,956
	0	120,000
Employer contributions		
	35,537	249,050
Total additions		
Deductions		
Benefits paid to participants	213,278	267,327
Administrative expenses	31,909	73,694
	245,187	341,021
Total deductions		
Net decrease	(209,650)	(91,971)
Transfer to Berry Global, Inc. Defined Benefit Pension Plan	(827,804)	0
Beginning of period	1,037,454	1,129,425
End of period	\$ 0	\$ 1,037,454

See accompanying notes to the financial statements.

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

October 31, 2017

Actuarial present value of accumulated Plan benefits

Vested benefits:

Participants and beneficiaries currently receiving payments

\$ 2,892

Other participants

1,325,279

Total actuarial present value of accumulated Plan benefits ^(a)

\$ 1,328,171

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

See accompanying notes to the financial statements.

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

Year Ended October 31, 2017

Actuarial present value of accumulated Plan benefits at beginning of year	<u>\$ 1,498,936</u>
Increase (decrease) during the year attributable to:	
Interest accumulation	88,060
Benefits paid	(267,327)
Change in assumptions	(25,600)
Benefits accumulated	<u>34,102</u>
Net decrease	<u>(170,765)</u>
Actuarial present value of accumulated Plan benefits at end of year	<u><u>\$ 1,328,171</u></u>

See accompanying notes to the financial statements.

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 1 – Plan Description

The following description of the AEP Alabama Union Employees' Pension Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General and Transfer of Assets

The Plan is a defined benefit pension plan sponsored by Berry Global, Inc. (Company) covering all eligible employees of the AEP Industries Inc. (AEP), which was acquired by the Company on January 20, 2017. The Company agreed to assume all of AEP's pension liabilities and responsibilities that began on November 1, 1988 and to continue to provide defined benefit pension benefits to eligible employees. Effective April 1, 2014, the Plan was frozen for all employees.

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

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

Funding Policy

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

There was a minimum funding requirement of \$97,200 under ERISA for the 11-month period ended September 30, 2018 due by July 15, 2019. The contribution was not made by September 30, 2018, and with the merger of the Plan effective September 30, 2018 into the Berry Global, Inc. Defined Benefit Pension Plan, the contribution has not been recorded as a receivable on the statements of net assets available for benefits. The Plan sponsor will make any required minimum contributions in the Berry Global, Inc., Defined Benefit Pension Plan.

The Company made a contribution of \$120,000 for the year ended October 31, 2017 as a minimum funding requirement.

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 1 – Plan Description (Continued)

Pension Benefits

The benefits provided by the Plan include normal retirement and death benefits. Participants are eligible for monthly pension benefit payments at retirement age, normally 65 with the option of early retirement at 55, equal to an amount, as defined, based on the accrued benefit (monthly credit factor multiplied by years of service) of a vested participant as of the date of separation from service. Employees may elect to receive their pension benefits in various forms. Whenever the employment of a participant terminates for reasons other than early retirement, normal retirement, death, disability, or total and permanent disability, the participant is entitled to the value of their mandatory contribution benefits account, based on months of service, of their accrued retirement benefits account. Participants should refer to the Plan agreement for a complete description of the benefit payment options available.

Death and Disability Benefits

A participant whose employment with the Company is severed on account of such participant's total and permanent disability prior to the earliest date on which the participant would be entitled to begin receiving benefits, shall be entitled to receive retirement benefit under this Plan commencing in the fifth month after disablement.

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

Vesting

Participants are fully vested upon termination of employment after completion of five years of service. One year of service, as defined by the Plan agreement, is reached upon completion of 750 hours of service in a given year.

Note 2 – Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 2 – Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

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

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

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

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 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, Boston Benefits Consulting, 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 31, 2017 and 2016 are as follows:

Life Expectancy of Participants	IRS 2017 Mortality Table for the year ended October 31, 2017 and 2016 MP Mortality Table for the year ended October 31, 2016
Retirement Age Assumptions	Age 65
Assumed Interest	IRS segment rates of 4.16%, 5.72%, and 6.48%
Assumed Asset Valuation Method	Market value with 3 years soothing for funding calculations
Assumed Average Rates of Return	7.5%
Assumed Actuarial Cost Method	Unit credit

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 31, 2017 and 2016.

Effective September 30, 2018, the Plan was merged with the Berry Global, Inc. Defined Benefit Pension Plan. As a result, net assets of \$827,804 and accumulated benefits, as of the effective date, were transferred to the control of the Berry Global, Inc. Defined Benefit Pension Plan at September 30, 2018. As of that date, the Plan's investments were also transferred to the Berry Global Master Trust (Master Trust). The merger does not impact participant benefits as the benefit provisions were incorporated in the Berry Global, Inc. Defined Benefit Pension Plan.

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

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.

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.

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

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 5 – Summary of Financial Data Certified by the Trustees

The following is a summary of the Plan's financial information as of September 30, 2018 and October 31, 2017, and for the year 11-month period ended September 30, 2018, and the year ended October 31, 2018, included throughout the Plan's financial statement, that was prepared by or derived from information provided by the Trustees and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustees 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 schedule related to the following assets.

<u>Net Assets Available for Benefits Held by Trustees</u>	<u>2018</u>	<u>2017</u>
Investments at fair value	\$ 824,968	\$ 923,647
Accrued income	<u>2,836</u>	<u>2,807</u>
	<u><u>\$ 827,804</u></u>	<u><u>\$ 926,454</u></u>

Statements of Changes in Net Assets Available for Benefits

Investment income		
Net appreciation in fair value of investments	\$ 22,829	\$ 100,094
Interest and dividends	<u>12,708</u>	<u>28,956</u>
	<u><u>\$ 35,537</u></u>	<u><u>\$ 129,050</u></u>

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.
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AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 6 – Fair Value Measurements (Continued)

- Level 2 Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used for the eleven-month period ended September 30, 2018, and the year ended October 31, 2018.

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

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

Interest-bearing cash: Accounts primarily consist of money market accounts that are valued on the basis of readily determinable market prices.

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 6 – Fair Value Measurements (Continued)

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.

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 October 31, 2017:

	Fair Value Measurements at September 30, 2018			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 140,375	\$ 0	\$ 0	\$ 140,375
Money market fund	31,406	0	0	31,406
Berry Plastics Group, Inc. common stock	77,908	0	0	77,908
Corporate bonds	239,761	0	0	239,761
Investments at fair value	<u>\$ 489,450</u>	<u>\$ 0</u>	<u>\$ 0</u>	489,450
Investments measured as NAV ^(a)				<u>335,518</u>
Investments at fair value				<u>\$ 824,968</u>

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 6 – Fair Value Measurements (Continued)

	Fair Value Measurements at October 31, 2017			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 8,296	\$ 0	\$ 0	\$ 8,296
Mutual funds	162,979	0	0	162,979
Berry Plastics Group, Inc. common stock	95,715	0	0	95,715
Corporate bonds	309,038	0	0	309,038
Total assets in the fair value hierarchy	<u>\$ 576,028</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>576,028</u>
Investments measured as NAV ^(a)				<u>347,619</u>
Investments at fair value				<u>\$ 923,647</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.

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 October 31, 2017:

Investment	2018 Fair Value	2017 Fair Value	Redemption Frequency	Redemption Notice Period
Common trust fund	<u>\$ 335,518</u>	<u>\$ 347,619</u>	Daily	None

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 7 – Related Party Transactions and Party-in-Interest Transactions

Certain Plan investments are shares of common stock (including Berry Global, Inc. common stock), and a common trust fund managed by Fifth Third Bank. Fifth Third Bank, the Trustee as defined by the Plan, generates transactions that qualify as party-in-interest transactions. Fees paid by the Plan for the Trustee and former Trustee, Wells Fargo, N.A., services for the 11-month period ended September 30, 2018, and the year ended October 31, 2017 amounted to \$839 and \$7,272, respectively. Fees paid to the actuary and other service providers that are also considered parties-in-interest for the 11-month period ended September 30, 2018, and the year ended October 31, 2017 amount to \$0 and \$10,313, respectively.

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

Note 8 – Plan Merger

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

Note 9 – Tax Status

The Plan obtained its latest determination letter dated January 31, 2011, 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.

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 10 – Risks and Uncertainties

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

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

Note 11 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at September 30, 2018 and October 31, 2017 to Form 5500:

	<u>2018</u>	<u>2017</u>
Net assets available for benefits per the financial statements	\$ 0	\$ 1,037,454
Differences in:		
Investments at fair value	(824,968)	0
Accrued income	(2,836)	0
Due to Berry Global, Inc. Defined Benefit Pension Plan	827,804	0
Accrued expenses	<u>0</u>	<u>9,000</u>
Net assets available for benefits per Form 5500	<u>\$ 0</u>	<u>\$ 1,046,454</u>

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

AEP ALABAMA UNION EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2018 and October 31, 2017

Note 11 – Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of the net decrease to net assets available for benefits per the financial statements for the eleven month period ended September 30, 2018, to Form 5500:

Net decrease in net assets available for benefits per the financial statements	\$ (209,650)
Differences in:	
Administrative expenses	<u>(9,000)</u>
Net decrease in net assets available for benefits per Form 5500	<u><u>\$ (218,650)</u></u>

--- SUPPLEMENTAL SCHEDULE ---

AEP ALABAMA UNION EMPLOYEE'S PENSION PLAN

PLAN SPONSOR: AEP Alabama Union Employees' Pension Plan

PLAN SPONSOR EIN: 35-2184293

PLAN NUMBER: 005

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><u>Single transactions in excess of five percent of Plan assets</u></i>							
Issuer	Federated Government Obligations Premiere	\$ 116,720	\$ 0	\$ 0	\$ 116,720	\$ 116,720	\$ 0
<i><u>Series of transactions in excess of five percent of Plan assets</u></i>							
Issuer	Federated Government Obligations Premiere	\$ 148,014	\$ 0	\$ 0	\$ 148,014	\$ 148,014	\$ 0
Issuer	Federated Government Obligations Premiere	0	124,904	0	124,904	124,904	0
Issuer	Fifth Third Equity Index Commingled Fund	0	60,985	0	60,083	60,985	902

See independent auditor's report.

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

Actuarial Assumptions and Methods

Actuarial cost method	Unit credit cost method
Asset valuation method	Market value with 3 year smoothing for funding calculations
Actuarial assumptions	
ERISA Interest Rates	IRS segment rates of 4.16%, 5.72%, and 6.48%
FAS Discount Rate	3.80%
FAS Return on Assets	7.50%
Compensation Increases	N.A.
Social Security Wage Base	N.A.
Retirement Age	Age 65
Termination of Employment	None assumed
Mortality	
Funding calculations	2017 IRS Mortality Table
FAS calculations	2016 MP Mortality Table
Changes	There were no changes in non-prescribed assumptions.

AEP ALABAMA UNION EMPLOYEE'S PENSION PLAN

PLAN SPONSOR: AEP Alabama Union Employees' Pension Plan

PLAN SPONSOR EIN: 35-2184293

PLAN NUMBER: 005

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><u>Single transactions in excess of five percent of Plan assets</u></i>							
Issuer	Federated Government Obligations Premiere	\$ 116,720	\$ 0	\$ 0	\$ 116,720	\$ 116,720	\$ 0
<i><u>Series of transactions in excess of five percent of Plan assets</u></i>							
Issuer	Federated Government Obligations Premiere	\$ 148,014	\$ 0	\$ 0	\$ 148,014	\$ 148,014	\$ 0
Issuer	Federated Government Obligations Premiere	0	124,904	0	124,904	124,904	0
Issuer	Fifth Third Equity Index Commingled Fund	0	60,985	0	60,083	60,985	902

See independent auditor's report.

SCHEDULE SB (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>	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 11/01/2017 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 AEP Alabama Union Employees' Pension Plan	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Berry Global Films, LLC	D Employer Identification Number (EIN) 35-2184293	
E Type of plan: ☒ 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>11</u> Day <u>1</u> Year <u>2017</u>		
2	Assets:		
	a Market value.....	2a	1,046,953
	b Actuarial value	2b	1,063,804
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	1	2,892
	b For terminated vested participants	20	93,629
	c For active participants	192	1,232,360
	d Total	213	1,328,881
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	6.13 %
6	Target normal cost	6	

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary	<u>06/24/2019</u> Date
	<u>PAUL J. BRENNAN</u> Type or print name of actuary	<u>17-01485</u> Most recent enrollment number
	<u>BOSTON BENEFITS CONSULTING, INC.</u> Firm name	<u>(978) 318-9900</u> Telephone number (including area code)
	<u>100 MAIN STREET</u> <u>CONCORD</u> <u>MA 01742-2528</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 ☐

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

Schedule SB (Form 5500) 2017
v. 170203

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	12,000
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	12,000
10 Interest on line 9 using prior year's actual return of <u>4.85</u> %	0	582
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		100726
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>6.01</u> %		6054
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		
c Total available at beginning of current plan year to add to prefunding balance.....		106780
d Portion of (c) to be added to prefunding balance.....		106780
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	119362

Part III Funding Percentages

14 Funding target attainment percentage	14	71.07%
15 Adjusted funding target attainment percentage.....	15	71.07%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.01%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
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 <table><tr><td></td></tr></table>		
b Contributions made to avoid restrictions adjusted to valuation date	19b <table><tr><td></td></tr></table>		
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c <table><tr><td></td></tr></table>		
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:	<table><tr><td></td></tr></table>		
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 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 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	0
b Excess assets, if applicable, but not greater than line 31a		31b	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	384,439	87,896	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....		34	87,896
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....		87,896	87,896
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	
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	

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

Actuarial Assumptions and Methods

Actuarial cost method	Unit credit cost method
Asset valuation method	Market value with 3 year smoothing for funding calculations
Actuarial assumptions	
ERISA Interest Rates	IRS segment rates of 4.16%, 5.72%, and 6.48%
FAS Discount Rate	3.80%
FAS Return on Assets	7.50%
Compensation Increases	N.A.
Social Security Wage Base	N.A.
Retirement Age	Age 65
Termination of Employment	None assumed
Mortality	
Funding calculations	2017 IRS Mortality Table
FAS calculations	2016 MP Mortality Table
Changes	There were no changes in non-prescribed assumptions.

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

Plan Provisions

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

Plan Provisions (cont.)

Monthly Pension Benefits

The sum of (a), (b), (c), and (d) less (e):

- (a) \$10.00 per month multiplied by Benefit Service credited after October 31, 2008
- (b) \$9.00 per month multiplied by Benefit Service credited after October 31, 2001 and before November 1, 2008
- (c) \$6.00 per month multiplied by Benefit Service credited after October 31, 1991 and before November 1, 2001
- (d) \$4.90 per month multiplied by Benefit Service credited before November 1, 1991
- (e) The benefit payable from the prior multiemployer plan for any period during which the employer made contributions on behalf of the employee

In no event shall the sum of Benefit Service credited under (a) exceed 30 years. In no event shall Benefit Service credited under (a), (b), and (c) combined exceed 30 years

Monthly Preretirement

50% of the Monthly Pension Benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the employee's 55th birthday

Eligibility for Benefits

Normal Retirement

Monthly Pension Benefit determined as of Normal Retirement Date

Plan Provisions (cont.)

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

Monthly Benefits Paid Upon the Following Events

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

Monthly Benefits Paid Upon the Following Events (cont.)

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

E.I.N. 35-2184293

P.N. 005

Schedule SB, line 32 - Schedule of Amortization Bases

AEP INDUSTRIES, INC.
ALABAMA UNION EMPLOYEES'
PENSION PLAN

A. AMORTIZATION BASE

	Date Established	Amortization Installment	Years Remaining Installments Amortization Period	Present Value Amortization of Remaining Installments
Shortfall	01-Nov-13	42,373	3.00	133,213
Shortfall	01-Nov-14	11,466	4.00	47,114
Shortfall	01-Nov-15	5,340	5.00	26,890
Shortfall	01-Nov-16	17,375	6.00	101,846
Shortfall	01-Nov-17	11,342		
Totals:				309,063

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

Plan Provisions

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

Plan Provisions (cont.)

Monthly Pension Benefits

The sum of (a), (b), (c), and (d) less (e):

- (a) \$10.00 per month multiplied by Benefit Service credited after October 31, 2008
- (b) \$9.00 per month multiplied by Benefit Service credited after October 31, 2001 and before November 1, 2008
- (c) \$6.00 per month multiplied by Benefit Service credited after October 31, 1991 and before November 1, 2001
- (d) \$4.90 per month multiplied by Benefit Service credited before November 1, 1991
- (e) The benefit payable from the prior multiemployer plan for any period during which the employer made contributions on behalf of the employee

In no event shall the sum of Benefit Service credited under (a) exceed 30 years. In no event shall Benefit Service credited under (a), (b), and (c) combined exceed 30 years

Monthly Preretirement

50% of the Monthly Pension Benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the employee's 55th birthday

Eligibility for Benefits

Normal Retirement

Monthly Pension Benefit determined as of Normal Retirement Date

Plan Provisions (cont.)

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

Monthly Benefits Paid Upon the Following Events

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

Monthly Benefits Paid Upon the Following Events (cont.)

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

E.I.N. 35-2184293

P.N. 005

Schedule SB, line 32 - Schedule of Amortization Bases

AEP INDUSTRIES, INC.
ALABAMA UNION EMPLOYEES'
PENSION PLAN

A. AMORTIZATION BASE

	Date Established	Amortization Installment	Years Remaining Installments Amortization Period	Present Value Amortization of Remaining Installments
Shortfall	01-Nov-13	42,373	3.00	133,213
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Shortfall	01-Nov-15	5,340	5.00	26,890
Shortfall	01-Nov-16	17,375	6.00	101,846
Shortfall	01-Nov-17	11,342		
Totals:				309,063