

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2018</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ☒	
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>RETIREMENT PLAN OF GCP APPLIED TECHNOLOGIES INC. CHEMICAL GROUP (CHICAGO DEWEY & ALMY PLANT)</u>	1b Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px; display: inline-block;">006</div>	
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>HENKEL OF AMERICA, INC.</u> <u>200 ELM STREET</u> <u>STAMFORD, CT 06902</u>		1c Effective date of plan <u>01/01/1963</u>	
		2b Employer Identification Number (EIN) <u>41-1372525</u>	
		2c Plan Sponsor's telephone number <u>860-571-5100</u>	
		2d Business code (see instructions) <u>325600</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.	10/15/2019	BARBARA MOLLOY
	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 (2018)
v. 171027

3a Plan administrator's name and address ☐ Same as Plan Sponsor BENEFITS ADMINISTRATIVE COMMITTEE C/O HENKEL OF AMERICA, INC. 200 ELM STREET STAMFORD, CT 06902	3b Administrator's EIN 41-1403610 3c Administrator's telephone number 860-571-5100
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	5 118
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) 30 6a(2) 32 6b 42 6c 27 6d 101 6e 14 6f 115 6g 6h 2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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>2018</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
▶ 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 RETIREMENT PLAN OF GCP APPLIED TECHNOLOGIES INC. CHEMICAL GROUP (CHICAGO DEWEY & ALMY PLANT)	B Three-digit plan number (PN) ▶ 006
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HENKEL OF AMERICA, INC.	D Employer Identification Number (EIN) 41-1372525
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 01 Day 01 Year 2018
2	Assets:
a	Market value..... 2a 8751017
b	Actuarial value 2b 8367882
3	Funding target/participant count breakdown
a	For retired participants and beneficiaries receiving payment 58 4518577 4518577
b	For terminated vested participants 30 964440 964440
c	For active participants 30 1414262 1520447
d	Total 118 6897279 7003464
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐
a	Funding target disregarding prescribed at-risk assumptions..... 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate..... 5 5.68 %
6	Target normal cost 6 75317

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.

<div>SIGN HERE</div>		10/08/2019
	Signature of actuary	Date
MARCY SIMON	Type or print name of actuary	17-05311
		Most recent enrollment number
MERCER	Firm name	215-982-4600
		Telephone number (including area code)
THREE LOGAN SQUARE 1717 ARCH STREET, SUITE 1100 PHILADELPHIA, PA 19103	Address of the firm	

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

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	1175708
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	150825
9 Amount remaining (line 7 minus line 8)	0	1024883
10 Interest on line 9 using prior year's actual return of <u>12.43</u> %	0	127393
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		618266
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>5.91</u> %		29135
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		15572
c Total available at beginning of current plan year to add to prefunding balance		662973
d Portion of (c) to be added to prefunding balance		662973
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	1815249

Part III Funding Percentages

14 Funding target attainment percentage	14	93.56%
15 Adjusted funding target attainment percentage	15	119.48%
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	105.35%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

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

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

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21	Discount rate:			
a	Segment rates:	1st segment: 3.92%	2nd segment: 5.52%	3rd segment: 6.29%
		☐ N/A, full yield curve used		
b	Applicable month (enter code)	21b	4	
22	Weighted average retirement age	22	63	
23	Mortality table(s) (see instructions)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate
		Current regulation:	☐ Prescribed - combined	☒ Prescribed - separate
			☐ Substitute	☐ 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	75317
b	Excess assets, if applicable, but not greater than line 31a	31b	0
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	450831	73598
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	148915
		Carryover balance	Prefunding balance
35	Balances elected for use to offset funding requirement	0	148915
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		

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>RETIREMENT PLAN OF GCP APPLIED TECHNOLOGIES INC. CHEMICAL GROUP (CHICAGO DEWEY & ALMY PLANT)</u>	B Three-digit plan number (PN) <u>006</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>HENKEL OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>41-1372525</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>HENKEL CORP RETIREMENT MASTER TRUST</u>		
b Name of sponsor of entity listed in (a): <u>HENKEL OF AMERICA, INC.</u>		
c EIN-PN <u>41-1372525-100</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7952356</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
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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)

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
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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 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan RETIREMENT PLAN OF GCP APPLIED TECHNOLOGIES INC. CHEMICAL GROUP (CHICAGO DEWEY & ALMY PLANT)	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 HENKEL OF AMERICA, INC.	D Employer Identification Number (EIN) 41-1372525	

Part I	Asset and Liability Statement
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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)	680000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(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)		
(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)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	8131740	7952356
(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)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	8811740	7952356

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8811740	7952356
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(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)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-476274
(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		-476274

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	383110	
(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)		383110
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		383110

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-859384
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		0

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: **BAKER TILLY VIRCHOW KRAUSE, LLP**

(2) EIN: **39-0859910**

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.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☒ Yes ☐ No ☐ Not determined
 If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4175448. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>RETIREMENT PLAN OF GCP APPLIED TECHNOLOGIES INC. CHEMICAL GROUP (CHICAGO DEWEY & ALMY PLANT)</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HENKEL OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>41-1372525</u>

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	<u>0</u>
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): <u>36-1561860</u> <u>04-3581074</u>		
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	<u>0</u>

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
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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
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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.
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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) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**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):

**Retirement Plan of GCP Applied
Technologies Inc. Chemical Group
(Chicago Dewey & Almy Plant)**

Financial Statements

December 31, 2018 and 2017

**Retirement Plan of GCP Applied Technologies Inc. Chemical Group
(Chicago Dewey & Almy Plant)**

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December 31, 2018 and 2017

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Independent Auditors' Report

To the Management and Participants of
Retirement Plan of GCP Applied Technologies Inc. Chemical Group
(Chicago Dewey & Almy Plant)

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant) (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2018, the related statement of changes in net assets available for 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by State Street Bank and Trust Company, N.A. and the Northern Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the 2018 financial statements. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of December 31, 2018 and for the year then ended, that the information provided to the plan administrator by the trustees 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 on the 2018 financial statements. Accordingly, we do not express an opinion on the 2018 financial statements.

Other Matter-2017 Financial Statements

The financial statements of the plan as of December 31, 2017, were audited by predecessor 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 predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustees. Their report, dated October 11, 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, and (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.

Report on Form and Content in Compliance with DOL Rules and Regulations 2018

The form and content of the information included in the 2018 financial statements, other than that derived from the information certified by the trustees, 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.

Baker Tilly Virchow Krause, LLP

Philadelphia, Pennsylvania
October 14, 2019

**Retirement Plan of GCP Applied Technologies Inc. Chemical Group
(Chicago Dewey & Almy Plant)**

Statements of Net Assets Available for Benefits

December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Assets		
Investments at fair value:		
Plan interest in the Henkel of America Master Trust	\$ 7,952,356	\$ 8,096,211
Cash	<u>-</u>	<u>35,529</u>
Total investments	7,952,356	8,131,740
Employer contribution receivable	<u>-</u>	<u>680,000</u>
Total assets	7,952,356	8,811,740
Liabilities		
Accrued expenses	<u>8,004</u>	<u>-</u>
Net assets available for benefits	<u><u>\$ 7,944,352</u></u>	<u><u>\$ 8,811,740</u></u>

See notes to financial statements

**Retirement Plan of GCP Applied Technologies Inc. Chemical Group
(Chicago Dewey & Almy Plant)**

Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2018

	<u>2018</u>	<u>2017</u>
Investment (Loss) Income		
Plan interest in the Henkel of America Master Trust net investment (loss) income	\$ (482,059)	\$ 304,922
Plan interest in the GCP Applied Technologies Inc. Master Trust net investment income	<u>-</u>	<u>746,185</u>
Net investment (loss) income	(482,059)	1,051,107
Employer contribution	<u>-</u>	<u>1,830,000</u>
Net changes	<u>(482,059)</u>	<u>2,881,107</u>
Deductions		
Benefits paid to participants	383,110	401,837
Administrative fees and expenses	<u>2,219</u>	<u>-</u>
Total deductions	<u>385,329</u>	<u>401,837</u>
Transfer Out (Note 1)	<u>-</u>	<u>(1,281,233)</u>
Net (decrease) increase	(867,388)	1,198,037
Net Assets Available for Benefits		
Beginning of year	<u>8,811,740</u>	<u>7,613,703</u>
End of year	<u><u>\$ 7,944,352</u></u>	<u><u>\$ 8,811,740</u></u>

See notes to financial statements

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

1. Description of the Plan

The following description of the Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant) (the "Plan") provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit retirement plan which was established January 1, 1963 for hourly employees of the Chicago Dewey & Almy Plant of GCP Applied Technologies Inc. ("GCP"). Participants are considered entered into the Plan on the first day of the month following the date on which the eligibility requirements are met, as defined by the plan document. The Henkel of America, Inc. Benefits Administrative Committee (the "Committee") and the plan administrator control and manage the operation and administration of the Plan. State Street Bank and Trust Company, N.A. ("State Street") and Northern Trust Company ("Northern Trust") (collectively, the "Trustees") serve as the trustees of the Plan. The Plan's investments are held in the Henkel of America Master Trust (the "Master Trust"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

In connection with the divestiture of the Darex Packaging Technologies segment on July 3, 2017, the Plan was amended to change the plan sponsor to Henkel of America, Inc. (the "Company") effective on such date. Certain employees of GCP covered by the Plan prior to the change in plan sponsor remained employees of GCP (continuing GCP employees). Accordingly, the assets and liabilities with respect to such employees have been spun off from the Plan to form a new plan. The total accumulated benefit obligation of \$1,207,832 as of July 1, 2017 and the total assets of \$1,281,233 were transferred out of the Plan during the year ended December 31, 2017.

For the period January 1, 2017 through August 1, 2018, benefit payments were processed by Northern Trust. These payments were funded by State Street for the period July 3, 2017 through August 1, 2018. As of December 31, 2018 there are no remaining Plan assets with Northern Trust.

Vesting

Employees are fully vested in benefits accrued after 5 years of vesting service, as defined by the plan document, or at age 55 regardless of years of service.

Pension Benefits

Participants are eligible to receive retirement benefits upon actual retirement at any age beginning at age 65 based on the retirement benefit level at actual termination or the commencement of retirement benefits, if earlier, and are eligible for early retirement benefits at age 55. Participants' monthly retirement benefits are based on years of credited service depending on the date of termination of service as defined by the plan document. Additionally, monthly benefits for retirees are reduced if the employee has less than ten years of service.

Benefits are paid in the form of an annuity unless the participant's accrued benefit is valued at an amount equal to or less than \$1,000, in which case the participant will receive a direct lump sum distribution from the Plan. If the participant's accrued benefit exceeds \$1,000 but is not greater than \$5,000, such benefit will remain in the Plan until the participant affirmatively elects to have the Plan distribute the funds directly or until the participant elects for the funds to be paid in the form of a direct rollover to an individual retirement plan.

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

Death and Disability Benefits

Upon the death of an active vested participant or a vested former participant who terminated employment on or after January 1, 1976, a death benefit may be payable to the participant's spouse or designated beneficiary, as defined by the plan document. Disability benefits are available for eligible participants prior to retirement age.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on 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 and 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.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the plan document. Expenses that are paid directly by the Company, including actuarial fees, insurance premiums, legal fees, and accounting fees, are excluded from these financial statements. Certain expenses incurred in connection with the 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. Accrued expenses include investment and administrative expenses. Certain investment related expenses are included in the plan interest in the Master Trusts investment (loss) income presented in the accompanying Statements of Changes in Net Assets Available for Benefits.

Investment Valuation and Income Recognition

The Plan's investments are held in the Master Trust. Investments in the Master Trust 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 Committee determines the Plan's valuation policies utilizing information provided by the trustees. See Note 6 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment (loss) income includes the Plan's interest in the Master Trust's gains and losses on investments bought and sold as well as held during the year.

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

Actuarial Present Value of Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits presented below is based on an actuarial valuation as of January 1, 2018, prepared by the Plan's actuary, Mercer, using the present value of accrued benefits.

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service 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 years of credited service. 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.

The actuarial present value of accumulated plan benefits was determined by the Plan's independent actuary and is that 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, retirement, and termination of employment) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of January 1, 2018 is as follows:

Vested benefits:	
Retired participants and beneficiaries currently receiving benefit payments	\$ 4,451,671
Other participants	<u>2,585,693</u>
Total vested benefits	7,037,364
Nonvested benefits	<u>75,762</u>
Actuarial present value of accumulated plan benefits	<u>\$ 7,113,126</u>

The changes in actuarial present value of accumulated plan benefits for the year ended December 31, 2017 are as follows:

Actuarial present value of accumulated plan benefits, at beginning of year	\$ 7,248,304
Increase (decrease) during the year attributable to:	
Benefits accumulated and experience gains or losses	412,391
Increase for interest due to decrease in discount period	439,415
Benefits paid	(401,837)
Change in actuarial assumptions	622,685
Plan spin-off (Note 1)	<u>(1,207,832)</u>
Actuarial present value of accumulated plan benefits, at end of year	<u>\$ 7,113,126</u>

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

The changes in actuarial present value of accumulated plan benefits for the year ended December 31, 2017 are as follows:

Interest rate	5.00 percent
Mortality	RP-2014 Mortality Tables adjusted to remove post-2006 projection factors using MP-2017 projection scale
Retirement age	Age 65

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The assumed rate of interest used to value the present value of accumulated plan benefits changed to 5.00 percent from 6.25 percent for the year ended December 31, 2017. The mortality table used changed from RP-2014 with blue collar adjustments to RP-2014 adjusted to remove post-2006 projection factors using MP-2017 projection scale for the year ended December 31, 2017. The changes to assumptions resulted in an increase of \$622,685 in the actuarial present value of accumulated benefits for the year ended December 31, 2017. The Plan's actuary evaluated the actuarial present value of accumulated plan benefits using the MP-2018 improvement scale and determined its impact is not material.

Recent Accounting Pronouncements

During 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); Health and Welfare Benefit Plans (Topic 965); Employee Master Trust Reporting*. ASU No. 2017-06 clarifies presentation requirements for a plan's interest in a master trust. The amendments also eliminate redundancy relating to 401(h) account disclosures. ASU No. 2017-06 is effective for fiscal years beginning after December 15, 2018. Early adoption is permitted. The amendment should be applied retroactively to each period for which financial statements are presented. Management has elected to early adopt the provisions of this new standard, which were retroactively applied.

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2018-13, *Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*. ASU No. 2018-13 modifies the disclosure requirements for fair value measurements in Topic 820, *Fair Value Measurement*. The amendments are based on the concepts in the FASB Concepts Statement, *Conceptual Framework for Financial Reporting—Chapter 8: Notes to Financial Statements*, which the Board finalized on August 28, 2018. ASU No. 2018-13 is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted. Management is currently assessing the impact that ASU No. 2018-13 will have on the Plan's financial statements.

Reclassifications

Certain amounts relating to 2017 have been reclassified to conform to the 2018 reporting format.

Subsequent Events

The Plan has evaluated subsequent events for recognition or disclosure through October 14, 2019, the date the financial statements were available to be issued.

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

3. Related Party Transactions and Party In Interest Transactions

The Plan's investments are administered under a contract with State Street and Northern Trust. Contributions are held and managed by State Street and Northern Trust, who invests cash received, interest, and dividend income and makes distributions to participants. These transactions qualify as party in interest transactions which are exempt from the prohibited transactions rules of ERISA.

Certain expenses of State Street and Northern Trust related to plan operations and investment activity are paid by the Plan, as described in Note 2. Additionally, certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

4. Funding Policy

The Plan's funding policy is for the Company to make annual contributions to the Plan as determined by the Plan's independent actuary in amounts necessary to provide the Plan with assets sufficient to fund participants' benefits by the time they retire. No participant contributions are permitted. The minimum funding requirements of ERISA were met for 2018 and 2017.

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

5. Plan Termination

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. Annuity benefits former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. 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.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations (discussed subsequently).
3. All other vested benefits (that is, vested benefits not insured by the PBGC).
4. All nonvested benefits.

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 pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

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 authoritative guidance are described as follows:

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- 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 specified (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 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 maximize the use of relevant observables and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value by the Plan and in the Master Trust. There have been no changes in the methodologies used at December 31, 2018 and 2017.

Short-term investments consist of cash and cash equivalents, foreign currencies, the State Street Short Term Investment Fund and U.S. Treasury Bills. The State Street Short Term Investment Fund is valued at net asset value ("NAV") of shares held at year end. Foreign currencies and U.S. Treasury Bills are valued based on quoted market prices in the active markets on which the individual securities are traded.

Common stocks are valued based on quoted market prices in the active markets on which the individual securities are traded.

Corporate debt obligations are 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. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

The collective trusts and commingled funds are valued at the NAV of units of a bank collective trust. The collective trusts and commingled funds are valued at the NAV of the unit values of such funds held by the Plan at year end. 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. Were the Plan to initiate a full redemption of the collective trusts and commingled funds, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

U.S. government agency securities are valued using pricing models maximizing the use of observable inputs for similar securities.

The private equity limited partnerships are valued at NAV in a manner consistent with fair value guidance. The values assigned are based upon the general partners estimates and assessment of each underlying investment, incorporating valuation techniques that consider the evaluation of financing and sale transactions with third parties, EBITDA (earnings before interest, taxes, depreciation, and amortization) multiples, expected cash flows and market-based information, including comparable transactions, and performance multiples, among other factors. The Committee considers fair value measurements based on valuations provided by the investment manager of the partnerships. The private equity limited partnerships have unfunded commitments and redemption restrictions and are classified as Level 3 in the fair value hierarchy. The redemption restrictions do not have a material impact on the stated NAV's of the limited partnerships, which represent fair value, as of December 31, 2018 and 2017.

Investments Measured Using NAV per Share Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2018 and 2017, respectively.

	December 31, 2018			
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Collective trusts and commingled funds	\$ 174,931,694	\$ -	Daily	N/A
	December 31, 2017			
	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Collective trusts and commingled funds	\$ 191,014,706	\$ -	Daily	N/A

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

7. Undivided Interest in Henkel of America Master Trust

The Plan's investments are in the Henkel of America Master Trust ("Master Trust"), which was established for the investment of assets of the plan and several other Company sponsored retirement plans. Each participating retirement plan has an undivided interest in the Master Trust.

The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment (loss) income less actual distributions and allocated administrative expenses. At December 31, 2018 and 2017, the Plan's undivided interest in the net assets of the Master Trust was approximately 1 percent. Total investment income (including net (depreciation) appreciation in the value of investments) and administrative expenses of the Master Trust are allocated to the individual plans based upon the amount of the time the Plan's assets were invested in the Master Trust.

The following table presents the investments and other assets and liabilities of the Master Trust and the Plan's undivided interest as of December 31, 2018 and 2017:

	2018	
	Master Trust Balances	Plan's Interest in Master Trust Balances
Short-term investments	\$ 83,743,079	\$ 696,734
Common Stocks	3,994	33
Corporate debt obligations	659,873,623	5,490,085
U.S. government agency securities	18,247,305	151,816
Collective trusts and commingled funds	174,931,694	1,455,415
Private equity limited partnerships	7,237,713	60,217
Total investments at fair value	944,037,408	7,854,300
Receivables		
Receivable on foreign currency contracts, net	3,764,287	31,319
Receivables for interest, dividends and securities sold	11,543,478	96,041
Total receivables	15,307,765	127,360
Liabilities		
Cash overdraft	(3,522,178)	(29,304)
Total	\$ 955,822,995	\$ 7,952,356

**Retirement Plan of GCP Applied Technologies Inc. Chemical Group
(Chicago Dewey & Almy Plant)**

Notes to Financial Statements
December 31, 2018 and 2017

	2017	
	Master Trust Balances	Plan's Interest in Master Trust Balances
Short-term investments	\$ 82,881,823	\$ 675,657
Common Stocks	4,718	38
Corporate debt obligations	687,312,812	5,603,010
U.S. government agency securities	12,037,875	98,133
Collective trusts and commingled funds	191,014,706	1,557,162
Private equity limited partnerships	7,732,396	63,035
Total investments at fair value	980,984,330	7,997,035
Cash	4,300,339	35,057
Receivable on foreign currency contracts, net	116,621	951
Receivables for interest, dividends and securities sold	7,748,725	63,168
Total	<u>\$ 993,150,015</u>	<u>\$ 8,096,211</u>

The following are net (depreciation) appreciation in the fair value of investments and investment income for the Master Trust for the year ended December 31, 2018 and 2017:

Net (depreciation) appreciation in fair value of investments	\$ (79,705,511)	\$ 76,392,817
Investment income	21,468,311	22,752,769
Total	<u>\$ (58,237,200)</u>	<u>\$ 99,145,586</u>

The following is a summary of the allocation of net assets of the Henkel of America Master Trust between the plans as of December 31, 2018 and 2017:

	2018		2017	
	Amount	Percent	Amount	Percent
Henkel of America Retirement Plan	\$ 465,862,947	49 %	\$ 464,088,336	47 %
Dial Corporation Future Security Plan	212,856,801	22	248,527,780	25
National Starch Consolidated Pension Plan	207,592,363	22	201,972,431	20
Dial Labor Pension Program	57,447,656	6	66,048,913	7
Retirement Plan of GCP Applied Technologies Inc. Chemical Group	7,952,356	1	8,096,211	1
Henkel Corporation Defined Contribution Retirement Plan	3,906,690	*	4,200,304	*
Other plans	204,182	*	216,040	*
Total	<u>\$ 955,822,995</u>	<u>100 %</u>	<u>\$ 993,150,015</u>	<u>100 %</u>

* Plan represents less than 1 percent of the Henkel of America Master Trust.

**Retirement Plan of GCP Applied Technologies Inc. Chemical Group
(Chicago Dewey & Almy Plant)**

Notes to Financial Statements
December 31, 2018 and 2017

The following table summarizes the assets measured by level, within the fair value hierarchy at fair value on a recurring basis for the Master Trust as of December 31, 2018 and 2017:

Master Trust Investments at Fair Value as of December 31, 2018				
	Level 1	Level 2	Level 3	Total
Short-term investments	\$ 83,743,079	\$ -	\$ -	\$ 83,743,079
Common stocks	3,994	-	-	3,994
Corporate debt obligations	-	659,873,623	-	659,873,623
U.S. government agency securities	-	18,247,305	-	18,247,305
Private equity limited partnerships	-	-	7,237,713	7,237,713
Master Trust investments in the fair value hierarchy	<u>\$ 83,747,073</u>	<u>\$ 678,120,928</u>	<u>\$ 7,237,713</u>	769,105,714
Investments measured at net asset value (a)				<u>174,931,694</u>
Master Trust investments at fair value				<u>\$ 944,037,408</u>
Master Trust Investments at Fair Value as of December 31, 2017				
Short-term investments	\$ 82,881,823	\$ -	\$ -	\$ 82,881,823
Common stocks	4,718	-	-	4,718
Corporate debt obligations	-	687,312,812	-	687,312,812
U.S. government agency securities	-	12,037,875	-	12,037,875
Private equity limited partnerships	-	-	7,732,396	7,732,396
Master Trust investments in the fair value hierarchy	<u>\$ 82,886,541</u>	<u>\$ 699,350,687</u>	<u>\$ 7,732,396</u>	789,969,624
Investments measured at net asset value (a)				<u>191,014,706</u>
Master Trust investments at fair value				<u>\$ 980,984,330</u>

- (a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value 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.

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the years ended December 31, 2018 and 2017:

	Private Equity Limited Partnerships
Balance, December 31, 2016	\$ 10,239,716
Contributions	69,240
Distributions	(2,425,409)
Realized gains and losses	1,256,607
Interest and dividends	81,687
Expenses	(62,896)
Unrealized gains and losses	<u>(1,426,549)</u>
Balance, December 31, 2017	7,732,396
Contributions	240,004
Distributions	(1,627,297)
Realized gains and losses	622,047
Interest and dividends	44,953
Expenses	(53,632)
Unrealized gains and losses	<u>279,242</u>
Balance, December 31, 2018	<u>\$ 7,237,713</u>

The amount of total gains or losses for the years ended December 31, 2018 and 2017 attributable to the change in unrealized gains or losses relating to assets still held at the reporting date was \$279,242 and \$(1,426,549), respectively.

8. Information Certified by the Trustees

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2018 and 2017. Accordingly, State Street, and Northern Trust, the trustees of the Plan, have certified to the completeness and accuracy of all investments reported in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2018 and 2017, and the related investment activity reported in the Statements of Changes in Net Assets Available for Benefits for the years then ended.

9. Tax Status

The Plan adopted a nonstandardized prototype plan which received a favorable opinion letter from the Internal Revenue Service ("IRS") dated June 28, 2018. The plan administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Retirement Plan of GCP Applied Technologies Inc. Chemical Group (Chicago Dewey & Almy Plant)

Notes to Financial Statements
December 31, 2018 and 2017

Accounting principles generally accepted in the United States of America require 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 not be sustained upon examination by the IRS. Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

10. Risks and Uncertainties

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.

In addition, 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.

As of December 31, 2017, the Master Trust had investments of \$101,345,961, that were concentrated in one fund. There were no such concentrations in 2018.

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits on the financial statements to Form 5500 at December 31, 2018:

Net assets available for benefits on financial statements	\$ 7,944,352
Accrued expenses	<u>8,004</u>
Net assets available for benefits on Form 5500	<u>\$ 7,952,356</u>

The following is a reconciliation of the changes in net assets available for benefits on the financial statements to Form 5500 for the year ended December 31, 2018:

Net decrease on the financial statements	\$ (867,388)
Plus current year accrued expenses	<u>8,004</u>
Net loss on Form 5500	<u>\$ (859,384)</u>

Schedule SB, line 26 — Schedule of Active Participant Data

ATTAINED AGE	YEARS OF CREDITED SERVICE										
	UNDER 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & UP	TOTAL
Under 25	1										1
25-29		2	1								3
30-34		1		1							2
35-39		1		1	1						3
40-44				1							1
45-49		1			3						4
50-54		1			3		1				5
55-59				3	1						4
60-64	1			2	3						6
65-69								1			1
70 & up											
Total	2	6	1	8	11		1	1			30

In each cell, the number shown is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants.

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

ACTUARIAL ASSUMPTIONS FOR JANUARY 1, 2018 FUNDING VALUATION

DISCOUNT RATE SPONSOR ELECTIONS			
• Segment rates or full yield curve	Segment		
• Look-back months	4		
	<u>Stabilized</u>	<u>Nonstabilized</u>	
• First 5 years	3.92%	1.75%	
• Next 15 years	5.52%	3.76%	
• Over 20 years	6.29%	4.66%	
Mortality sponsor elections			
• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are IRS-defined 2006 Base Tables with static mortality improvement based on the IRS methodology and projection scale MP-2016.		
Other economic assumptions			
• Salary increases	Not applicable		
• Social Security taxable wage base increases	Not applicable		
• Inflation	Not applicable		
• Expected investment return	6.25% for 2016 and 2017, 3.90% for 2018		
• Expenses	\$0 added to current year normal cost; expenses are not paid from the trust		

RATIONALE FOR ECONOMIC ASSUMPTIONS

- **Discount rate** – The discount rate assumption for funding purposes is prescribed by the plan sponsor through an election from allowable alternatives under IRS regulations.
- **Expected investment return** – The expected rate of return on plan assets for funding purposes is the median rate based on the hypothetical past performance of the plan's target asset mix, adjusted for current market conditions. The expected return on assets assumption is net of an adjustment for investment expenses assumed to be paid from plan assets.
- **Expenses** – Administrative expenses are not paid from the plan trust and are therefore assumed to be \$0.

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

DEMOGRAPHIC ASSUMPTIONS		
• Withdrawal	See table of sample rates.	
• Disability incidence	See table of sample rates.	
• Retirement age	Active Participants	
	Attained age	Rate
	55	6%
	56	5%
	57 - 59	6%
	60	7%
	61	9%
	62	12%
	63	16%
	64	24%
	65	31%
	66	29%
	67	27%
	68	26%
	69	33%
	70+	100%
• Benefit commencement age for		
– .Future vested deferred	61	
– .Current vested deferred	61	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>
– .Percentage married	80%	80%
– .Spouse age difference	3 years younger	3 years older

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

Form of payment	<u>5-Year Certain and life</u>	<u>50% J&S</u>	
• Active retirements	100%	0%	
• Future vested deferred	100%	0%	
• Future disabilities	100%	0%	
• Future deaths	0%	100%	
• Current vested deferred	100%	0%	
Unpredictable contingent event assumptions	Not Applicable		

Table of Sample Rates - Withdrawal rates

AGE	YEARS OF SERVICE			
	0 - 1	2 - 4	5 - 9	10 +
25	27.00%	16.00%	13.00%	11.00%
30	16.00%	13.00%	9.00%	12.00%
35	12.00%	13.00%	10.00%	6.00%
40	9.00%	9.00%	8.00%	6.00%
45	12.00%	9.00%	7.00%	5.00%
50	12.00%	12.00%	6.00%	3.00%
55+	0.00%	0.00%	0.00%	0.00%

Table of Sample Rates – Disability rates

AGE	RATE
25	0.04%
30	0.05%
35	0.06%
40	0.08%
45	0.16%
50	0.33%
55	0.55%
60	1.04%
65+	0.00%

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

RATIONALE FOR DEMOGRAPHIC ASSUMPTIONS

- **Mortality** – The mortality assumption for funding purposes is prescribed by the plan sponsor through an election from allowable alternatives under IRS regulations.
- **Withdrawal** – The withdrawal assumption is that which has been used historically. We will monitor this assumption and, as more data becomes available, we will adjust the withdrawal assumption, if necessary.
- **Disability incidence** – The disability incidence assumption is that which has been used historically. We will monitor this assumption and, as more data becomes available, we will adjust the disability incidence assumption, if necessary.
- **Retirement rates** – The retirement assumption is that which has been used historically. We will monitor this assumption and, as more data becomes available, we will adjust the retirement assumption, if necessary.
- **Vested termination benefit commencement age** – The vested terminated benefit commencement age assumption is based on a weighted average of the commencement ages used historically. We will monitor this assumption and, as more data becomes available, we will adjust the vested terminated benefit commencement age assumption, if necessary.
- **Percentage married/spouse age difference** – The spouse assumptions are those which have been used historically. We will monitor these assumptions and, as more data becomes available, we will adjust the spouse assumptions, if necessary.
- **Form of payment** – The form of payment assumption is based on the plan's normal form for single participants.

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

ACTUARIAL METHODS

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple

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

decrements are used, the funding target and the target normal cost for an individual are the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.

- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2018**This Form is Open to Public
Inspection**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

▶ **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 RETIREMENT PLAN OF GCP APPLIED TECHNOLOGIES INC. CHEMICAL GROUP (CHICAGO DEWEY & ALMY PLANT)	B Three-digit plan number (PN) ▶ 006
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Henkel of America, Inc.	D Employer Identification Number (EIN) 41-1372525
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>01</u> Day <u>01</u> Year <u>2018</u>			
2 Assets:			
a Market value.....	2a	8,751,017	
b Actuarial value.....	2b	8,367,882	
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.....	58	4,518,577	4,518,577
b For terminated vested participants.....	30	964,440	964,440
c For active participants.....	30	1,414,262	1,520,447
d Total.....	118	6,897,279	7,003,464
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	5.68%	
6 Target normal cost.....	6	75,317	

Statement by Enrolled Actuary

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

SIGN HERE	<u>MARCY SIMON / ms</u>	<u>9/18/19</u>
	Signature of actuary	Date
MARCY SIMON		1705311
	Type or print name of actuary	Most recent enrollment number
MERCER		215-982-4600
	Firm name	Telephone number (including area code)
THREE LOGAN SQUARE 1717 ARCH STREET, SUITE 1100 PHILADELPHIA PA 19103	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐**For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2018
v. 171027**

Part II	Beginning of Year Carryover and Prefunding Balances
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	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	1,175,708
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	150,825
9 Amount remaining (line 7 minus line 8)	0	1,024,883
10 Interest on line 9 using prior year's actual return of <u>12.43%</u>	0	127,393
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		618,266
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>5.91%</u>		29,135
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		15,572
c Total available at beginning of current plan year to add to prefunding balance		662,973
d Portion of (c) to be added to prefunding balance		662,973
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	1,815,249

Part III Funding Percentages

14	Funding target attainment percentage	14	93.56%
15	Adjusted funding target attainment percentage	15	119.48%
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	105.35%
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:

[illegible]

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year.

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 3.92 %	2nd segment: 5.52 %	3rd segment: 6.29 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate	☐ Substitute
	Current regulation:	☐ 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	75,317	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	450,831	73,598	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	148,915	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	148,915	148,915
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

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(A) x (D)
55	6.0%	1,000.00	60.00	3,300.00
56	5.0%	940.00	47.00	2,632.00
57	6.0%	893.00	53.58	3,054.06
58	6.0%	839.42	50.37	2,921.18
59	6.0%	789.05	47.34	2,793.25
60	7.0%	741.71	51.92	3,115.19
61	9.0%	689.79	62.08	3,786.96
62	12.0%	627.71	75.33	4,670.17
63	16.0%	552.39	88.38	5,568.04
64	24.0%	464.00	111.36	7,127.09
65	31.0%	352.64	109.32	7,105.75
66	29.0%	243.32	70.56	4,657.21
67	27.0%	172.76	46.65	3,125.22
68	26.0%	126.11	32.79	2,229.71
69	33.0%	93.32	30.80	2,125.01
70	100.0%	62.53	62.53	4,376.93
Total			1,000.00	62,587.77
Average				62.59

Schedule SB, Part V — Summary of Plan Provisions

SUMMARY OF MAJOR PLAN PROVISIONS

Effective date and plan year	Original plan: January 1, 1963 Restated plan: February 1, 2016 Plan year: Calendar year	
Significant events that occurred during the year	None.	
DEFINITIONS		
• Covered employees	Collectively bargained employees specified by the plan.	
• Employee contributions	None.	
• Vesting service	One year of vesting service is credited for each year in which an employee works 1,000 or more hours.	
• Credited service	From date of hire.	
NORMAL RETIREMENT		
• Eligibility	Age 65.	
• Benefit	Benefit level per month multiplied by Credited Service:	
	<u>Effective Date</u>	<u>Benefit Level</u>
	02/01/2006	\$36.00
	02/01/2007	\$39.00
	02/01/2008	\$42.00
	02/01/2009	\$45.00
EARLY RETIREMENT		
• Eligibility	Age 55.	
• Benefit	Accrued Benefit reduced 3/10% per month preceding age 65.	
LATE RETIREMENT		
• Eligibility	Retirement after normal retirement date.	
• Benefit	Greater of (i) the normal retirement benefit determined using the benefit rate and credited service as of the retirement date, and (ii) the actuarial equivalent of the normal retirement benefit.	
DEFERRED VESTED		
• Eligibility	5 years of vesting service.	

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	Normal retirement benefit payable at normal retirement date. Participant may elect to receive a reduced retirement benefit prior to normal retirement date. Reduction is 3/10% per month preceding age 65.
DISABILITY	
• Eligibility	10 years of Credited Service.
• Benefit	Accrued Benefit with service projected to age 65.
PRE-RETIREMENT DEATH	
• Eligibility	Five years of service or age 55.
• Benefit	Accrued benefit at age 55.
FORM OF BENEFITS	
• Automatic form for unmarried participants	Life annuity with 5 year certain
• Automatic form for married participants	50% joint and survivor
• Optional forms (after early retirement eligibility)	Life annuity 50% joint and survivor annuity 66 2/3% joint and survivor annuity 75% joint and survivor annuity 100% joint and survivor annuity Five-year certain and life annuity Ten-year certain and life annuity Social Security level income option

Schedule SB, Part V — Summary of Plan Provisions

• Actuarial equivalence

For purposes of calculating joint and survivor optional form of benefit the following factors (as adjusted) should be applied:

	(1)	(2)*	(3)** Adjustment for Age Difference Between Participant and Beneficiary	
J&S Option	Participant and Beneficiary Age 65 Nearest Birthday	Adjustment for Retirement Age	Years 1-10	Years 11 and Over
50%	0.88	0.004	0.005	0.003
66 2/3%	0.85	0.005	0.006	0.003
75%	0.82	0.006	0.007	0.005
100%	0.78	0.007	0.008	0.005

* Increase/decrease factor in Col. (1) by appropriate factor in Col. (2) for each year, based on nearest birthday, participant retires before/after age 65, respectively.

** Decrease/increase factor in Col. (1) by appropriate factor in Col. (3) for each year based on nearest birthday, beneficiary is younger/older than participant, respectively.

In no event shall the factor in Col. (1) exceed .99 on account of an increase thereof provided under Col. (2) or Col. (3), or both.

For purposes of calculating any other optional form of benefit available, optional form factors are based on 6.50% and UP84 mortality.

MISCELLANEOUS

• Maximum benefits

Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2018, the limit is \$220,000.

PLAN PROVISION CHANGES SINCE PRIOR VALUATION

Maximum benefit amounts under IRS rules were updated from 2017 to 2018.

Schedule SB, Part V — Summary of Plan Provisions

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated effective February 1, 2006 and amended through January 1, 2018, are included in this valuation:

- **Most recent plan amendments included:** Amendment #2, adopted December 8, 2017.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

SHORTFALL BASES					
YEAR ESTABLISHED		OUTSTANDING BALANCE	YEARS REMAINING		2018 INSTALLMENT
2018	\$	450,831	7	\$	73,598
Total	\$	450,831		\$	73,598

Schedule SB, line 25 — Change in Method

This is the first year that Mercer has performed the actuarial valuation for this plan. Last year's valuation was done by the prior actuary, Aon. Liabilities (within 3%) and the actuarial value of assets (within 2%) were matched to the prior actuary. This change qualified for automatic IRS approval.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Expected investment return was changed from 6.25% for 2017 to 3.90% for 2018.
- The vested termination benefit commencement age assumption was updated.