

FELRA AND UFCW HEALTH AND WELFARE FUND

UFCW AND FELRA LEGAL BENEFITS FUND

UFCW AND FELRA SCHOLARSHIP FUND

BOARD OF TRUSTEE MEETINGS

DECEMBER 20, 2012

FELRA & UFCW HEALTH & WELFARE FUND

AGENDA

December 20, 2012

- I. CALL TO ORDER**
 - A. TRUSTEE APPOINTMENT**
- II. MINUTES (pg. 1 - 15)**
 - A. REGULAR MEETING – JULY 18, 2012**
 - B. APPEALS MEETING – JULY 20, 2012**
- III. FINANCIAL REPORT**
 - A. PNC BANK**
 - B. NEPC**
 - C. AUDITOR'S REPORT**
- IV. ATTORNEY'S REPORT**
 - A. REGULAR**
 - B. DELINQUENCY REPORT**
 - C. SUBROGATION**
- V. ADMINISTRATIVE MANAGER'S REPORT – 2Q12 & 3Q12 (pg. 16 – 97)**
- VI. INVOICES (pg. 98 – 105)**
 - A. PPACA PROGRESS BILLING – 2Q12 & 3Q12**
- VII. CONSULTANTS' REPORTS (pg. 106 – 107)**
 - A. MENTAL HEALTH PARITY**
 - B. SBC**
 - C. CRNA, PA, AND SA LANGUAGE REVIEW**
 - D. PBM CONTRACT RENEWAL**
- VIII. OTHER FUND BUSINESS (pg. 108 – 125)**
 - A. INFORMED PROPOSAL**
 - B. GARDISIL BENEFIT**
 - C. CAREFIRST TERTIARY NETWORK CHANGE**
 - D. PPACA COMPLIANCE**
 - E. MISCELLANEOUS CORRESPONDENCE**
- IX. ANNUAL REPORTS**
 - A. OPTICAL PROVIDER (ADVANTICA)**
- X. NEXT MEETING DATE AND LOCATION**
- XII. ADJOURNMENT**

MINUTES

**Food Employers Labor Relations Association
and United Food & Commercial Workers
Health & Welfare Fund**

911 RIDGEBROOK ROAD
SPARKS, MARYLAND 21152-9451
TELEPHONE: (410) 683-6500
(800) 638-2972

4301 GARDEN CITY DRIVE
SUITE 201
LANDOVER, MARYLAND 20785-6102
TELEPHONE: (301) 459-3020

**MINUTES OF THE MEETING OF THE
BOARD OF TRUSTEES OF THE
FELRA & UFCW HEALTH AND WELFARE FUND
HELD ON JULY 18, 2012 IN
LANDOVER, MARYLAND**

The following Trustees were present:

UNION TRUSTEES

T. McNutt - Secretary
M. Boyle
E. Masten

EMPLOYER TRUSTEES

J. Paradis -- Chairman
I. Kress
F. Stegman

Also present were:

H. Burton -- Morgan, Lewis & Bockius, LLP
J. Berry - InforMed
M. Federici -- UFCW Local 400
M. Gervais - InforMed
D. Gillis -- Stop and Shop
T. Goins -- UFCW Local 27
S. Goodman -- Slevin & Hart, P.C.
M. Herwig -- PNC Bank
J. Hill -- Kaiser Permanente
T. Hipkins -- UFCW Local 27
W. Jensen -- Associated Administrators, LLC
W. Kraemer -- Ahold USA
L. Meade -- InforMed
L. Phillips -- Kaiser Permanente
B. Slevin -- Slevin & Hart, P.C.
L. Walsh -- Associated Administrators, LLC
D. Weiss -- Medical Insurance Consulting Group
D. Zaporski - ValueOptions

I. CALL TO ORDER

Noting the presence of a quorum, the Chairman called the meeting to order.

Proxy

Mr. Jensen reported that Trustee Chorpenning had provided his proxy to Trustee Masten to act in all matters coming before the Board.

II MINUTES

The Trustees reviewed the minutes of the meetings of November 30, 2011, December 21, 2011, April 5, 2012, and April 26, 2012, which were previously circulated.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

RESOLVED that the minutes of the meetings of November 30, 2011, December 21, 2011, April 5, 2012 and April 26, 2012 were approved as presented.

III. FINANCIAL REPORT

PNC

The Trustees welcomed Mr. Michael Herwig of PNC Bank to the meeting. He presented the summary of activity report for the period January 1, 2012 through June 30, 2012. Such report indicated a beginning market value of \$78,623,526, earnings of \$1,433,014, receipts of \$65,695,988, and disbursements of \$75,648,738, producing an ending market value of \$70,103,800 as of June 30, 2012.

The Trustees thanked Mr. Herwig for his report and he was excused from the meeting.

IV. ATTORNEY'S REPORT

A. Retiree Plan

Ms. Goodman reported on the retiree plan.

B. HPV Vaccine

Ms. Goodman noted the work on a draft Summary of Material Modifications ("SMM") regarding Gardasil.

C. Endodontic

Ms. Goodman discussed the contract amendment with Group Dental Service, including the recently adopted endodontic benefit.

D. Claims Filing Extension

Ms. Goodman discussed the Summary of Material Modification ("SMM") on changes to the claims process.

E. Medical Insurance Consulting Group

Ms. Goodman reported on the contract with Medical Insurance Consulting Group.

F. Summary of Benefits and Coverage ("SBC")

Ms. Goodman reviewed her firm's memorandum concerning the requirements for the SBC.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

RESOLVED to authorize Chairman and Secretary to review and approve the communications necessary to comply with the SBC requirements.

G. Medical Loss Ratio

Ms. Goodman reviewed her firm's memorandum regarding medical loss ratio payments.

H. COBRA

Ms. Goodman discussed rules relating to COBRA violations.

I. PBM Audit - Heritage

Ms. Goodman provided a status report on the Heritage PBM audit contract. The Trustees agreed to move forward with claims audit once agreement is reached on the documents.

J. Department of Labor ("DOL") Review

Ms. Goodman provided a status update on the DOL review.

K. Mental Health Parity

Ms. Goodman and Mr. Burton reported on Mental Health Parity Act. After discussion,

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

1. InforMed

The Trustees welcomed Ms. Mary Ellen Gervais, Ms. Lisa Meade and Mr. Justin Berry of InforMed to the meeting. They outlined their proposal to provide utilization management, case management, and personal health management services to the Fund. They estimated that the high risk population consumed over \$26 million dollars of the medical and prescription costs in 2011. This was the population they would target utilizing the personal health management services. They provided justification for hourly billings of the nursing service as well as the charges for data warehousing. They projected a return on investment of 4:1. The Trustees thanked the representatives from InforMed for their presentation and they were excused from the meeting.

Discussion

The Trustees discussed the proposal with Dr. Weiss and tabled action on the proposal until a future date. Mr. McNutt stressed the need for active engagement with participants and doctors for the Fund to realize savings and for health to improve.

The Trustees thanked Dr. Weiss for his report and he was excused from the meeting.

B. Miscellaneous Correspondence

1. Carefirst Network Tertiary Discounting

Mr. Jensen advised that Carefirst had utilized TRPN as a tertiary discounter. Carefirst was changing their tertiary discount provider to HealthRisk Resource Group ("HRGI"). The justification for such a change was that TRPN averaged 15% of average savings of billed charges, but HRGI produces an average savings of 31%. Mr. Jensen noted that Carefirst had not yet provided the cost for HRGI to serve the Fund. He would report such information as soon as received.

2. Reserve Drawdown Correspondence

Mr. Jensen reported that, as approved between meetings, his office had forwarded correspondence to the participating employers on June 7, 2012 regarding the drawdown period May through July 2012.

3. Maintenance of Benefit ("MOB") Correspondence

Mr. Jensen reported that his office had forwarded the MOB rates to the participating employers.

4. Department of Labor Correspondence

Mr. Jensen reported that he forwarded a list of the SuperFresh retirees who had been offered COBRA on April 13, 2012 to the Department of Labor representative at his request.

5. Fiduciary Insurance - Elimination of Recourse Insurance

Mr. Jensen reported that on May 8, 2012 premium notices were sent to the Trustees for their portion of the elimination of recourse premium for the fiduciary insurance policy.

VIII. ANNUAL REPORTS

A. Mental Health Benefit Provider (ValueOptions)

The Trustees welcomed Mr. David Zaporski of ValueOptions to the meeting. He presented the 2011 Behavioral Health Care Utilization Review report and the 2011 Employee Assistance Program Utilization report. The behavioral health report indicated \$1,182,732 inpatient claims incurred and \$442,810 outpatient claims incurred, producing total paid claims of \$1,625,542. That equated to a cost of \$7.31 per participant per month. He reported on the penetration rates, noting the combined inpatient and outpatient penetration was 4% of active plan participants. He further reported that they had 8.7 admissions per 1,000 participants and 46.7 days per thousand participants. The average length of certification was 5.6 days. The average outpatient number of visits per participant was 8.3.

Mr. Zaporski reported that the Employee Assistance Program ("EAP") had 556 unique cases opened in 2011 and the penetration rate was 1.8%.

The Trustees thanked Mr. Zaporski for his report and he was excused from the meeting.

B. HMO Provider (Kaiser Permanente)

The Trustees welcomed Ms. Janine Hill and Mr. Leonard Phillips of Kaiser Permanente to the meeting. They reviewed the prevention and lifestyle risk parameters for the population enrolled with Kaiser concerning weight, cholesterol, blood pressure management, smoking rates, breast cancer screenings, cervical cancer screenings, colorectal cancer screenings, and childhood obesity. They recommended that the Trustees consider a communication plan. They also requested access to the Fund's data in order to provide a quote for active and pre-Medicare retirees' coverage. Trustee Kress noted that each employer

would need to review the request with the Kaiser Permanente representatives for a proposed educational process. Kaiser will provide a detailed description of the data requested to the Trustees.

The Trustees directed that Kaiser Permanente's prescription data request should be forwarded to Medco/ESI for completion of the required non-disclosure agreements.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

RESOLVED to authorize Chairman and Secretary to review and act on the Kaiser Permanente data request.

The Trustees thanked the representatives of Kaiser Permanente for their report and they were excused from the meeting.

IX. PROPOSAL

Mr. Jensen reported that U.S. Imaging had forwarded a proposal to perform an imaging network service for the Fund. After discussion, it was the consensus of the Trustees to request Carefirst to report on imaging related discounts.

X. ADOPTION OF COMMITTEE RECOMMENDATIONS

After review of the minutes of the recommendations made by the Legal, Severance and Scholarship Committees during their meetings,

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

RESOLVED that the recommendations made by the Committees are adopted by the Trustees of the Health and Welfare Fund.

XI. ADJOURNMENT

There being no further business to come before the Trustees, the meeting was adjourned.

Respectfully submitted,

Thomas P. McNutt, Secretary

**Food Employers Labor Relations Association
and United Food and Commercial Workers
Health and Welfare Fund**

911 Ridgebrook Road
Sparks, Maryland 21152-9451
Telephone: (410) 683-6500
(800) 638-2972
www.associated-admin.com

4301 Garden City Drive, Suite 201
Landover, Maryland 20785-6102
Telephone: (301) 459-3020
(800) 638-2972
www.associated-admin.com

**MINUTES OF THE MEETING
OF THE APPEALS SUBCOMMITTEE OF THE
FELRA & UFCW HEALTH AND WELFARE FUND
HELD ON JULY 20, 2012
IN GAMBRILLS, MARYLAND**

The following committee members were present:

UNION

M. Federici
T. Hipkins

EMPLOYER

L. Madert
D. White

Also present was:

E. Novak - Associated Administrators, LLC.

I. APPEALS

The following appeals were reviewed by the Trustees:

Local 27 –May 2012 Appeals

Code	Issue	Decision
Rx12/163-1010	Request for Reduced Co-Payment	Denied
M12/364-1042	Late Filing	Denied
M12/357-5842	Late Filing	Denied
M12/328-6493	Late Filing	Denied
M12/360-8296	Late Filing	Denied
M12/433-8191	Late Filing, Late Appeal	Denied
M12/465-2578	Late Response	Denied
M12/462-8424	Late Response	Denied
M12/549-2484	Late Response, Late Appeal	Denied
M12/525-3812	Routine Services	Denied
M12/340-9583	Routine Services	Denied
M12/498-5034	Routine Services, Late Appeal	Denied
M12/499-5034	Routine Services, Late Appeal	Denied

M11/408-4116	Routine Services, Late Appeal	Denied
M12/538-3947	Anesthesia Services	Denied
M12/604-9047	Surgical Asst., Late Appeal	Denied
M12/572-9389	Surgical Asst., Re-Appeal	Denied
M12/471-9892	Well-Child Benefit	Denied
M12/541-5549	Contraceptive Surgery	Denied

L27 June 2012 Appeals

Code	Issue	Decision
A12/113-1328	Late Initial Claim Form, Work Related	Denied
A12/109-6485	Misconduct, Work-Related	Approved
Rx12/170-0970	Oral Contraceptives	Approved
M12/412-8278	Hold Harmless, Late Filing**	Denied/
M12/491-5455	Hold Harmless, Late Filing	Denied
M12/555-4423	Late Filing**	Denied
M12/407-3518	Late Filing**	Denied
M12/473-1483	Late Filing	Denied
M12/562-5599	Late Filing	Denied
M12/631-3808	Late Filing	Approved
M12/585-7667	Late Filing	Denied
M12/479-9453	Late Filing	Denied
M12/540-4959	Late Filing	Denied
M12/425-2482	Late Filing**	Denied
M12/608-4836	Late Filing	Denied
M12/408-6886	Late Filing**	Denied
M12/646-9407	Late Filing	Denied
M12/597-6646	Late Filing	Denied
M12/417-5651	Late Filing**	Denied
M12/558-2109	Late Filing**	Denied
M12/554-7769	Late Filing**	Denied
M12/415-6729	Late Filing**	Denied
M12/670-2725	Late Filing	Denied
M12/596-5114	Late Filing	Denied
M12/674-8128	Late Filing, No Response	Denied
M12/560-1629	Late Filing, Late Appeal	Denied
M12/652-9534	Late Filing, Late Appeal	Denied
M12/411-8897	Late Filing, Educational Therapy**	Denied
M12/416-4942	Late Filing, Mental Health Benefit**	Denied
M12/533-3033	No Response, Work-Related	Denied

M12/689-7026	Routine Services	Denied
M12/677-4976	Infertility Treatment	Denied
M12/643-6870	Medical Necessity	Resolved
M12/623-2357	Laboratory Services, Late Appeal	Denied
M12/735-4431	Laboratory Services	Denied
M12/751-7948	Surgical Assistant	Tabled
M12/745-4665	CRNA	Tabled
M12/712-5166	Non-Participating Provider	Denied
M12/653-1566	Mental Health, Late Appeal	Resolved
M11/1218-0923	Late Response	Denied
M12/103-0447	Surgical Assistant	Tabled
M11/1419-2608	CRNA	Tabled
M11/1347-7853	CRNA	Tabled
M12/309-4205	Surgical Assistant	Tabled
M12/381-7616	Surgical Assistant	Tabled
M12/215-1810	Surgical Assistant	Tabled
M12/262-8291	Surgical Assistant	Tabled
M11/1362-0135	Surgical Assistant	Tabled
M11/1364-5176	Surgical Assistant	Tabled
M12/218-3226	Surgical Assistant	Tabled
M12/391-2050	CRNA	Tabled
M11/1064-7055	Surgical Assistant	Denied
M11/1252-0594	Surgical Assistant	Denied

L400 May 2012 Appeals

Code	Issue	Decision
A12/107-1886	Relief of Obligation to Reimburse Fund	Denied
A12/108-6534	Late Initial Claim Form	Denied
E12/146-6098	Open Enrollment	Denied
E12/155-0778	Open Enrollment	Denied
E12/154-7763	Dependent Coverage	Denied
Rx12/157-3387	Brand Name Rx	Approved
Rx12/152-4957	Brand Name Rx, Step Therapy	Approved
Rx12/148-8860	Quantity Limits	Approved
Rx12/158-1279	Quantity Limits	Approved
Rx12/145-0643	Specific Drug Restrictions	Approved
Rx12/141-3952	Reimbursement of Rx	Denied
Rx12/151-8245	Oral Contraceptives	Approved
M12/474-3387	Late Filing	Denied

M12/610-1234	Late Filing	Denied
M12/427-3333	Late Filing	Denied
M12/327-2950	Late Filing	Denied
M12/384-2950	Late Filing	Denied
M12/447-7699	Late Filing	Denied
M12/454-4368	Routine Services	Denied
M12/477-8691	Late Filing	Denied
M12/445-8108	Late Filing	Denied
M12/468-3234	Late Filing	Denied
M12/332-1973	Late Filing	Denied
M12/432-5881	Late Filing	Denied
M12/361-1767	Late Filing	Denied
M12/475-4842	Late Filing	Denied
M12/399-9905	Late Filing	Denied
M12/401-4061	Late Filing	Denied
M12/429-9047	Late Filing	Denied
M12/430-4409	Late Filing	Denied
M12/398-3354	Late Filing	Denied
M12/440-9740	Hold Harmless, Late Filing, Late Appeal	Denied
M12/660-8866	Late Filing, Re-Appeal	Denied
M12/659-8944	Late Filing, Re-Appeal	Denied
M12/657-9900	Late Filing, Re-Appeal	Denied
M12/658-8108	Late Filing, Re-Appeal	Denied
M12/463-5967	Late Response	Denied
M12/591-6324	Late Response	Denied
M12/510-5604	Late Response	Denied
M12/489-1844	Late Response	Denied
M12/388-3094	Late Response	Denied
M12/492-7251	Late Response	Denied
M12/547-7956	Late Response	Denied
M12/546-7354	Late Response, Late Appeal	Denied
M12/639-0782	Late Response, Work-Related	Denied
M12/494-8494	Routine Services	Denied
M12/493-3771	Routine Services	Denied
M12/464-5697	Routine Services	Denied
M12/603-3418	Routine Services	Denied
M12/566-5102	Medical Necessity	Denied
M12/517-3124	Medical Necessity	Denied
M12/437-2959	Nonparticipating Provider, Benefit Exhausted	Denied
M12/458-0775	Excess of UCR	Denied

M12/529-4168	Excess of UCR	Denied
M12/635-7264	Surgical Assistant	Tabled
M12/633-2021	Surgical Assistant	Tabled
M12/601-6011	Surgical Assistant	Tabled
M12/575-4549	Ambulance Service	Approved
M12/482-7379	Ambulance Service, Late Appeal	Denied
M12/636-0489	Rehabilitation Services	Denied
M12/467-3905	Experimental, Late Appeal	Denied

L400 June 2012 Appeals

Code	Issue	Decision
A12/110-6819	Eligibility	Denied
A12/112-2816	Prior To Eligibility	Denied
E12/159-8979	Open Enrollment	Denied
Rx12/174-9912	Brand Name	Approved
Rx12/172-0702	Brand Name	Approved
Rx12/ 167-1089	Brand Name	Approved
Rx12/165-5513	Brand Name	Approved
Rx12/171-5902	Quantity Limits	Approved
Rx12/176-7276	Quantity Limits	Approved
M12/576-0083	Late Filing	Denied
M12/565-6655	Late Filing	Denied
M12/665-4015	Late Filing	Denied
M12/654-5261	Late Filing	Denied
M12/668-1234	Late Filing	Denied
M12/530-8698	Late Filing	Denied
M12/497-7370	Late Filing	Denied
M12/598-7716	Late Filing	Denied
M12/638-4765	Late Filing	Denied
M12/662-2295	Late Filing	Denied
M12/410-1991	Late Filing**	Denied
M12/580-0082	Late Filing	Denied
M12/552-6227	Late Filing	Denied
M12/686-8875	Late Filing	Denied
M12/664-2211	Late Filing	Denied
M12/505-0643	Late Filing	Denied
M12/584-9008	Late Filing	Denied
M12/421-2475	Late Filing**	Denied
M12/589-7085	Late Filing	Denied
M12/420-3572	Late Filing**	Denied

M12/509-3778	Late Filing	Denied
M12/702-7744	Late Filing	Denied
M12/593-2851	Late Filing	Denied
M12/568-9780	Late Filing	Denied
M12/685-9750	Late Filing	Denied
M12/413-5917	Late Filing**	Denied
M12/606-1866	Late Filing	Denied
M12/508-6226	Late Filing	Denied
M12/507-3697	Late Filing	Denied
M12/634-9740	Late Filing	Denied
M12/782-9913	Late Filing	Denied
M12/426-8259	Late Filing**	Denied
M12/618-3961	Late Filing	Denied
M12/424-8155	Late Filing**	Denied
M12/536-6098	Late Filing	Denied
M12/661-2077	Late Filing	Denied
M12/656-7110	Late Filing	Denied
M12/418-5607	Late Filing**	Denied
M12/483-9119	Late Filing	Denied
M12/564-5635	Late Filing	Denied
M12/619-6636	Late Filing	Denied
M12/671-5915	Late Filing	Denied
M12/419-7433	Late Filing**	Denied
M12/651-4376	Late Filing, Late Appeal	Denied
M12/663-4533	Late Filing, Late Appeal	Denied
M12/581-7095	Late Filing, Partial Late Appeal	Denied
M12/649-7661	Late Filing, CRNA	Denied
M12/422-1214	Late Filing, Mental Health Benefit**	Denied
M12/ 648-5503	Hold Harmless, Late Filing	Denied
M12/ 717-8387	No Response	Denied
M12/736-1030	Late Response	Denied
M12/714-0746	Late Response, Late Appeal	Denied
M12/607-7925	Routine Services	Denied
M12/679-6316	Routine Colonoscopy, Late Appeal	Denied
M12/734-9202	Laboratory Services	Denied
M12/673-4652	Laboratory Services, Late Appeal	Resolved
M12/691-4105	Laboratory Services	Denied
M12/695-1374	Cosmetic Treatment, Med. Necessity	Denied
M12/708-4223	Experimental / Investigational	Denied
M12/583-4966	Dietary Services, Late Appeal	Denied

M12/615-9446	Mental Health Benefit, Late Response, Late Appeal	Approved
M12/655-8242	Surgical Assistant	Tabled
M12/666-3722	Surgical Assistant	Tabled
M12/726-4682	Nonparticipating Provider	Denied
M12/693-9799	Outpatient Treatment	Denied

II. ADJOURNMENT

There being no further business to come before the Subcommittee, the meeting was adjourned.

Respectfully submitted,

Felra\H&W\7-2012

Emily Novak, Appeals Supervisor

ADMINISTRATIVE MANAGER'S REPORT

FELRA & UFCW
HEALTH AND WELFARE FUND
SECOND QUARTER 2012

ADMINISTRATIVE MANAGER'S REPORT

PLAN I
FULL TIME
SECOND QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT ^{1,2}	\$2,546	1,043	\$2,670,754
LOCAL 27 STAFF TEMPS	\$2,546	0	0
LOCAL 400 STAFF TEMPS	\$2,546	0	0
SAFEWAY ¹	\$2,546	474	1,232,264
TOTAL		1,517	\$3,903,018

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$858

PLAN I = TIER I

PLAN I
FULL TIME
SECOND QUARTER 2012

BENEFIT EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL BENEFIT 24	\$4.95	\$11,677		786 PART
OPTICAL BENEFIT 12	\$6.95	15,513		744 PART
TOTAL OPTICAL		\$27,190	\$5.97	
DENTAL INDIVIDUAL	\$28.34	\$37,947		446 PART
DENTAL FAMILY	\$56.19	182,562		1,083 PART
DENTAL 27	\$142.33	426		1 PART
TOTAL DENTAL		\$220,935	\$48.55	
DRUG	\$.80/SCRIPT	\$884,763	\$194.41	11,265 SCRIPTS
HMO KAISER	\$1,050.82	\$256,400		81 PART
HOSPITAL		1,425,867		
SURGICAL		422,747		
DIAGNOSTIC		443,771		
MAJOR MEDICAL		763,071		
MEDICAL ADMINISTRATION	\$11.06	49,636		1,445 PART
TOTAL MEDICAL		\$3,361,492	\$738.63	
PSYCHE	\$2.59	\$11,228	\$2.47	1,445 PART
PSYCHE		\$32,802	\$7.21	
E.A.P.	\$.67	\$2,905	\$0.64	1,445 PART
UTILIZATION MANAGEMENT	\$2.35	\$11,706	\$2.57	1,440 PART
DISEASE MANAGEMENT	\$1.73	\$23,459	\$5.15	1,377 PART
P.P.O CAREFIRST FLEXLINK	\$18.85	\$20,505	\$4.51	363 PART
P.P.O CAREFIRST NETWORK	\$3.73	\$12,369	\$2.72	1,105 PART
P.P.O. AA, LLC		\$29	\$0.01	
P.P.O. A & G		\$1,868	\$0.41	
LIFE-AD&D	\$.175/.018/1000	\$14,482	\$3.18	1,553 PART
A & S		\$523,490	\$115.03	
RETIREEES ¹		\$4,892,297	\$1,074.99	3,932 RET
SUB TOTAL		\$10,041,520	\$2,206.45	

OPERATING EXPENSES

ADMINISTRATION ²	\$11.18	\$53,120	\$11.67	1,582 PART
MISCELLANEOUS		\$39,945	\$8.78	
SUB TOTAL		\$93,065	\$20.45	

TOTAL	\$10,134,585	\$2,226.90	
-------	--------------	------------	--

¹INCLUDES APRIL AND MAY EXPENSES

²RATE CHANGE EFFECTIVE APRIL 2012

PLAN I
FULL TIME
SECOND QUARTER 2012

RETIREES¹

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$37,941	\$4.82	3,833 RET
DENTAL	\$28.53	\$218,768		3,834 RET
DENTAL 27	\$77.05	0		0 RET
TOTAL DENTAL		\$218,768	\$27.82	
DRUG	\$.80/1.25/SCRIPT	\$784,192		18,654 SCRIPTS
DRUG CLAIMS		149		
DRUG FEES	\$0.21/CLAIM	2,730		
TOTAL DRUG		\$787,071	\$100.09	
HMO CIGNA		\$2,266,928		1,315 RET
HMO KAISER		1,001,252		1,427 RET
HMO WELL CARE CHOICE		71		1 RET
HOSPITAL		164,325		
SURGICAL		105,184		
DIAGNOSTIC		47,958		
MAJOR MEDICAL		164,038		
MEDICAL ADMINISTRATION	\$11.06	29,724		1,298 RET
TOTAL MEDICAL		\$3,779,480	\$480.61	
PSYCHE	\$2.59	\$12,337	\$1.57	2,382 RET
PSYCHE		\$9,070	\$1.15	
UTILIZATION MANAGEMENT	\$2.35	\$1,383	\$0.18	63 RET
DISEASE MANAGEMENT	\$1.73	\$299	\$0.04	115 RET
P.P.O CAREFIRST FLEXLINK	\$18.85	\$1,677	\$0.20	42 RET
P P O CAREFIRST NETWORK	\$3.73	\$22	\$0.00	3 RET
P.P.O. AA, LLC		\$50	\$0.01	
P.P.O A & G		\$2,390	\$0.30	
ADMINISTRATION ²	\$5.33	\$41,909	\$5.33	3,932 RET
TOTAL		\$4,892,297	\$622.12	

RETIREES 3,932

AVERAGE COST PER RETIREE \$622.12

¹INCLUDES APRIL AND MAY EXPENSES

²RATE CHANGE EFFECTIVE APRIL 2012

PLAN I
FULL TIME
SECOND QUARTER 2012

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$11,830,448	\$3,903,018	\$0	\$0	\$15,733,466
MISC. INCOME-DENTAL	239	239	0	0	478
-RETIREE ¹	1,677,311	1,102,346	0	0	2,779,657
-LOA	0	0	0	0	0
-COBRA	15,059	6,642	0	0	21,701
-HMO COPAY	25,196	21,859	0	0	47,055

TOTAL	\$13,548,253	\$5,034,104	\$0	\$0	\$18,582,357
-------	--------------	-------------	-----	-----	--------------

EXPENSES

MEDICAL	\$3,031,099	\$3,361,492	\$0	\$0	\$6,392,591
RETIREE	7,965,362	4,892,297	0	0	12,857,659
A & S	504,635	523,490	0	0	1,028,125
DENTAL	227,096	220,935	0	0	448,031
DRUG	1,228,616	884,763	0	0	2,113,379
PSYCHE	62,550	44,030	0	0	106,580
OPTICAL	27,917	27,190	0	0	55,107
LIFE & AD & D	14,830	14,482	0	0	29,312
UTILIZATION MANAGEMENT	11,083	11,706	0	0	22,789
DISEASE MANAGEMENT	23,913	23,459	0	0	47,372
E.A.P.	2,994	2,905	0	0	5,899
P.P.O.	34,828	34,771	0	0	69,599
OPERATING EXPENSE	74,408	93,065	0	0	167,473

TOTAL EXPENSE	\$13,209,331	\$10,134,585	\$0	\$0	\$23,343,916
---------------	--------------	--------------	-----	-----	--------------

SURPLUS (DEFICIT)	\$338,922	(\$5,100,481)	\$0	\$0	(\$4,761,559)
-------------------	-----------	---------------	-----	-----	---------------

AVERAGE INCOME	\$2,902	\$1,106	0	0	\$2,004
AVERAGE EXPENSE	\$2,830	\$2,227	0	0	\$2,529
SURPLUS (DEFICIT)	\$72	(\$1,121)	0	0	(\$525)

TOTAL PARTICIPANTS	1,556	1,517	0	0	1,537
--------------------	-------	-------	---	---	-------

¹INCLUDES APRIL AND MAY

PLAN I
FULL TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$12,489,297	\$12,274,006	\$12,454,270	\$12,208,070	\$49,425,643
ERRP	\$1,000,481	0	145,074	0	1,145,555
MISC. INCOME-DENTAL	239	239	239	239	956
-RETIREE	1,859,055	1,862,132	1,670,389	1,674,384	7,065,960
-LOA	0	0	0	0	0
-COBRA	2,804	10,082	16,385	14,123	43,394
-HMO COPAY	31,400	28,000	20,465	29,477	109,342

TOTAL \$15,383,276 \$14,174,459 \$14,306,822 \$13,926,293 \$57,790,850

EXPENSES

MEDICAL	\$3,107,443	\$3,805,582	\$3,272,462	\$3,512,829	\$13,698,316
RETIREE	10,008,891	9,357,143	8,794,912	6,855,753	35,016,699
A & S	510,214	547,893	562,371	488,490	2,108,968
DENTAL	245,092	241,508	231,132	225,323	943,055
DRUG	1,198,576	933,773	1,183,442	783,187	4,098,978
PSYCHE	86,862	43,097	59,162	45,809	234,930
OPTICAL	30,756	30,320	29,154	28,526	118,756
LIFE & AD & D	19,150	13,728	15,805	15,088	63,771
UTILIZATION MANAGEMENT	12,344	12,318	11,603	11,219	47,484
DISEASE MANAGEMENT	24,152	24,035	23,952	24,198	96,337
E.A.P.	3,303	3,246	3,110	3,057	12,716
P.P.O.	39,277	38,980	36,964	35,215	150,436
OPERATING EXPENSE	87,946	94,728	92,487	75,249	350,410

TOTAL EXPENSE \$15,374,006 \$15,146,351 \$14,316,556 \$12,103,943 \$56,940,856

SURPLUS (DEFICIT)	\$9,270	(\$971,892)	(\$9,734)	\$1,822,350	\$849,994
-------------------	---------	-------------	-----------	-------------	-----------

AVERAGE INCOME	\$2,981	\$2,794	\$2,926	\$2,905	\$2,902
AVERAGE EXPENSE	\$2,979	\$2,986	\$2,928	\$2,525	\$2,855
SURPLUS (DEFICIT)	\$2	(\$192)	(\$2)	\$380	\$47

TOTAL PARTICIPANTS 1,720 1,691 1,630 1,598 1,660

PLAN I
PART TIME
SECOND QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT ^{1,2}	\$2,375	233	\$560,500
SAFEWAY ¹	\$2,375	36	92,625
TOTAL		269	\$653,125

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS

\$809

PLAN I = TIER I

PLAN I
PART TIME
SECOND QUARTER 2012

BENEFIT EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL BENEFIT 24	\$4.95	\$2,456		165 PART
OPTICAL BENEFIT 12	\$6.95	2,433		117 PART
TOTAL OPTICAL		\$4,889	\$6.06	
DENTAL INDIVIDUAL	\$28.34	\$12,074		142 PART
DENTAL FAMILY	\$56.19	23,544		140 PART
TOTAL DENTAL		\$35,618	\$44.14	
DRUG	\$.80/SCRIPT	\$138,977	\$172.21	1,821 SCRIPTS
HMO KAISER	\$773.18	\$35,566		15 PART
HOSPITAL		133,898		
SURGICAL		50,715		
DIAGNOSTIC		61,651		
MAJOR MEDICAL		80,798		
MEDICAL ADMINISTRATION	\$11.06	9,115		265 PART
TOTAL MEDICAL		\$371,743	\$460.65	
PSYCHE	\$2.59	\$2,064	\$2.56	266 PART
PSYCHE		\$11,442	\$14.18	
E.A.P.	\$.67	\$533	\$0.66	266 PART
UTILIZATION MANAGEMENT	\$2.35	\$1,963	\$2.43	265 PART
DISEASE MANAGEMENT	\$1.73	\$3,403	\$4.22	256 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$3,258	\$4.04	58 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$2,402	\$2.98	215 PART
P.P.O. AA, LLC		\$6	\$0.01	
P.P.O. A & G		\$336	\$0.42	
LIFE-AD&D	\$.175/.018/1000	\$1,152	\$1.43	289 PART
A & S		\$56,719	\$70.28	
RETIREEES		\$801,387	\$993.04	854 RET
SUB TOTAL		\$1,435,892	\$1,779.31	

OPERATING EXPENSES

ADMINISTRATION ¹	\$11.18	\$9,622	\$11.92	284 PART
MISCELLANEOUS		\$7,083	\$8.78	
SUB TOTAL		\$16,705	\$20.70	

TOTAL

\$1,452,597 \$1,800.01

¹RATE CHANGE EFFECTIVE APRIL 2012

PLAN 1
PART TIME
SECOND QUARTER 2012

RETIREES¹

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$8,499	\$4.98	859 RET
DENTAL	\$28.53	\$48,986	\$28.68	859 RET
DRUG	\$.80/1.25/SCRIPT	\$121,407		2,508 SCRIPTS
DRUG FEES	\$0.21/CLAIM	407		
DRUG		\$121,814	\$71.32	
HMO CIGNA		\$302,765		248 RET
HMO KAISER		222,989		401 RET
WELL CARE CHOICE		71		1 RET
HOSPITAL		29,470		
SURGICAL		14,822		
DIAGNOSTIC		6,199		
MAJOR MEDICAL		27,555		
MEDICAL ADMINISTRATION	\$11.06	5,691		249 RET
TOTAL MEDICAL		\$609,562	\$356.89	
PSYCHE	\$2.59	\$2,466	\$1.44	476 RET
PSYCHE		\$0	\$0.00	
UTILIZATION MANAGEMENT	\$2.35	\$37	\$0.02	8 RET
DISEASE MANAGEMENT	\$1.73	\$59	\$0.03	30 RET
P.P.O CAREFIRST FLEXLINK	\$18.85	\$335	\$0.20	9 RET
P P O CAREFIRST NETWORK	\$3.73	\$0	\$0.00	0 RET
P.P.O. AA, LLC		\$11	\$0.01	
P.P.O A & G		\$519	\$0.30	
ADMINISTRATION ²	\$5.33	\$9,099	\$5.33	854 RET

TOTAL

\$801,387 \$469.20

RETIREES 854

AVERAGE COST PER RETIREE \$469.20

¹INCLUDES APRIL AND MAY EXPENSES

²RATE CHANGE EFFECTIVE APRIL 2012

PLAN I PART TIME SECOND QUARTER 2012
--

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$1,965,793	\$653,125	\$0	\$0	\$2,618,918
MISC. INCOME-DENTAL	0	0	0	0	0
-RETIREE ¹	364,398	239,348	0	0	603,746
-LOA	3,582	2,149	0	0	5,731
-COBRA	7,783	2,611	0	0	10,394
-HMO COPAY	4,464	3,999	0	0	8,463

TOTAL	\$2,346,020	\$901,232	\$0	\$0	\$3,247,252
-------	-------------	-----------	-----	-----	-------------

EXPENSES

MEDICAL	\$430,500	\$371,743	\$0	\$0	\$802,243
RETIREE	1,308,024	801,387	0	0	2,109,411
A & S	31,611	56,719	0	0	88,330
DENTAL	37,421	35,618	0	0	73,039
DRUG	200,616	138,977	0	0	339,593
PSYCHE	4,295	13,506	0	0	17,801
OPTICAL	5,111	4,889	0	0	10,000
LIFE & AD & D	1,176	1,152	0	0	2,328
UTILIZATION MANAGEMENT	2,072	1,963	0	0	4,035
DISEASE MANAGEMENT	3,490	3,403	0	0	6,893
E.A.P.	561	533	0	0	1,094
P.P.O.	6,015	6,002	0	0	12,017
OPERATING EXPENSE	13,340	16,705	0	0	30,045

TOTAL EXPENSE	\$2,044,232	\$1,452,597	\$0	\$0	\$3,496,829
---------------	-------------	-------------	-----	-----	-------------

SURPLUS (DEFICIT)	\$301,788	(\$551,365)	\$0	\$0	(\$249,577)
-------------------	-----------	-------------	-----	-----	-------------

AVERAGE INCOME	\$2,793	\$1,117	\$0	\$0	\$1,955
AVERAGE EXPENSE	\$2,434	\$1,800	\$0	\$0	\$2,117
SURPLUS (DEFICIT)	\$359	(\$683)	\$0	\$0	(\$162)

TOTAL PARTICIPANTS	280	269	0	0	275
--------------------	-----	-----	---	---	-----

¹INCLUDES APRIL AND MAY

PLAN I
PART TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$2,188,354	\$2,165,024	\$2,094,666	\$2,030,583	\$8,478,627
ERRP	243,827	0	31,537	0	275,364
MISC. INCOME-DENTAL	0	0	0	0	0
-RETIREE	452,845	455,527	363,059	364,081	1,635,512
-LOA	0	3,645	1,955	1,433	7,033
-COBRA	1,856	3,712	8,068	5,714	19,350
-HMO COPAY	7,100	5,300	3,886	5,938	22,224

TOTAL	\$2,893,982	\$2,633,208	\$2,503,171	\$2,407,749	\$10,438,110
-------	-------------	-------------	-------------	-------------	--------------

EXPENSES

MEDICAL	\$438,207	\$605,462	\$590,307	\$741,111	\$2,375,087
RETIREE	1,815,014	1,852,885	1,398,382	1,252,780	6,319,061
A & S	44,006	32,133	28,732	32,369	137,240
DENTAL	40,135	39,588	37,866	36,799	154,388
DRUG	195,974	159,298	189,367	136,855	681,494
PSYCHE	33,350	40,262	5,237	5,022	83,871
OPTICAL	5,642	5,563	5,346	5,197	21,748
LIFE & AD & D	1,539	1,101	1,270	1,192	5,102
UTILIZATION MANAGEMENT	2,319	2,303	2,186	2,097	8,905
DISEASE MANAGEMENT	3,552	3,511	3,509	3,495	14,067
E.A.P.	620	611	588	572	2,391
P.P.O.	6,693	6,616	6,253	5,999	25,561
OPERATING EXPENSE	16,115	17,247	16,796	13,455	63,613

TOTAL EXPENSE	\$2,603,166	\$2,766,580	\$2,285,839	\$2,236,943	\$9,892,528
---------------	-------------	-------------	-------------	-------------	-------------

SURPLUS (DEFICIT)	\$290,816	(\$133,372)	\$217,332	\$170,806	\$545,582
-------------------	-----------	-------------	-----------	-----------	-----------

AVERAGE INCOME	\$3,092	\$2,831	\$2,848	\$2,816	\$2,897
AVERAGE EXPENSE	\$2,781	\$2,975	\$2,600	\$2,616	\$2,743
SURPLUS (DEFICIT)	\$311	(\$144)	\$248	\$200	\$154

TOTAL PARTICIPANTS	312	310	293	285	300
--------------------	-----	-----	-----	-----	-----

PLAN X
FULL TIME
SECOND QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
ASSOCIATED ADMINISTRATORS ¹	\$701	83	\$58,183
EDDIES	\$715	3	6,435
GIANT ^{1,2}	\$701	3,022	2,115,546
FRESH & GREEN	\$701	10	21,030
LOCAL 27 STAFF TEMPS ¹	\$701	6	8,412
LOCAL 400 STAFF TEMPS ¹	\$701	5	8,412
SAFEWAY ^{1,2}	\$701	1,990	1,491,027
SAFEWAY DELAWARE ^{1,2}	\$701	81	57,482
TOTAL		5,200	\$3,766,527

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$241

PLAN X = TIER II

PLAN X
FULL TIME
SECOND QUARTER 2012

EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$75,923	\$4.87	5,111 PART
DENTAL FAMILY	\$55.44	\$553,950		3,188 PART
DENTAL INDIVIDUAL	\$26.93	162,820		1,929 PART
TOTAL DENTAL		\$716,770	\$45.95	
DRUG	\$.80/SCRIPT	\$1,870,241	\$119.89	28,084 SCRIPTS
HMO KAISER	\$643.12	\$771,101		400 PART
MEDICAL INDIVIDUAL		1,330,932		
MEDICAL FAMILY		4,479,708		
MEDICAL ADMINISTRATION	\$11.06	160,699		4,678 PART
TOTAL MEDICAL		\$6,742,440	\$432.21	
PSYCHE	\$2.59	\$36,289	\$2.33	4,670 PART
PSYCHE		\$161,051	\$10.32	
E.A.P.	\$.67	\$9,387	\$0.60	4,670 PART
UTILIZATION MANAGEMENT	\$2.35	\$35,285	\$2.26	4,628 PART
DISEASE MANAGEMENT	\$1.73	\$76,159	\$4.88	4,520 PART
P.P.O CAREFIRST FLEXLINK	\$18.85	\$61,530	\$3.94	1,088 PART
P P O CAREFIRST NETWORK	\$3.73	\$40,568	\$2.60	3,625 PART
P.P.O. AA, LLC		\$99	\$0.01	
P.P.O. A & G		\$6,092	\$0.39	
LIFE-AD&D	\$.175/.018/1000	\$21,598	\$1.38	5,134 PART
A & S		\$1,073,729	\$68.83	
SUB TOTAL		\$10,927,161	\$700.46	

OPERATING EXPENSES

ADMINISTRATION ¹	\$11.18	\$172,794	\$11.08	5,136 PART
MISCELLANEOUS		\$136,925	\$8.78	
SUB TOTAL		\$309,719	\$19.86	

TOTAL	\$11,236,880	\$720.32
-------	--------------	----------

¹ RATE CHANGE EFFECTIVE APRIL 2012

PLAN X FULL TIME SECOND QUARTER 2012

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$10,672,851	\$3,766,527	\$0	\$0	\$14,439,378
MISC. INCOME-LOA	(441)	0	0	0	(441)
-COBRA	38,379	29,718	0	0	68,097
-HMO COPAY	127,799	108,764	0	0	236,563

TOTAL INCOME	\$10,838,588	\$3,905,009	\$0	\$0	\$14,743,597
--------------	--------------	-------------	-----	-----	--------------

EXPENSES

MEDICAL	\$6,332,497	\$6,742,440	\$0	\$0	\$13,074,937
A & S	1,047,732	1,073,729	0	0	2,121,461
DENTAL	687,168	716,770	0	0	1,403,938
DRUG	2,597,355	1,870,241	0	0	4,467,596
PSYCHE	189,640	197,340	0	0	386,980
OPTICAL	75,898	75,923	0	0	151,821
LIFE & AD & D	21,479	21,598	0	0	43,077
UTILIZATION MANAGEMENT	34,595	35,285	0	0	69,880
DISEASE MANAGEMENT	75,450	76,159	0	0	151,609
E.A.P.	9,407	9,387	0	0	18,794
P.P.O.	104,096	108,289	0	0	212,385
OPERATING EXPENSE	239,737	309,719	0	0	549,456

TOTAL EXPENSE	\$11,415,054	\$11,236,880	\$0	\$0	\$22,651,934
---------------	--------------	--------------	-----	-----	--------------

SURPLUS (DEFICIT)	(\$576,466)	(\$7,331,871)	\$0	\$0	(\$7,908,337)
-------------------	-------------	---------------	-----	-----	---------------

AVERAGE INCOME	\$712	\$250	\$0	\$0	\$481
AVERAGE EXPENSE	\$750	\$720	\$0	\$0	\$735
SURPLUS (DEFICIT)	(\$38)	(\$470)	\$0	\$0	(\$254)

TOTAL PARTICIPANTS	5,074	5,200	0	0	5,137
--------------------	-------	-------	---	---	-------

PLAN X
FULL TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$11,940,846	\$11,882,885	\$11,009,859	\$10,853,853	\$45,687,443
MISC. INCOME-LOA	2,589	(2,589)	883	441	1,324
-COBRA	25,992	31,675	37,624	29,350	124,641
-HMO COPAY	133,250	116,900	93,474	136,899	480,523

TOTAL INCOME \$12,102,677 \$12,028,871 \$11,141,840 \$11,020,543 \$46,293,931

EXPENSES

MEDICAL	\$5,704,710	\$7,459,521	\$6,750,533	\$7,060,927	\$26,975,691
A & S	842,688	932,864	1,031,742	936,099	3,743,393
DENTAL	710,897	707,136	679,960	669,886	2,767,879
DRUG	2,596,382	2,140,127	2,588,565	1,673,246	8,998,320
PSYCHE	202,074	184,186	183,623	153,083	722,966
OPTICAL	80,908	80,443	77,398	76,161	314,910
LIFE & AD & D	27,581	18,565	22,522	21,657	90,325
UTILIZATION MANAGEMENT	37,603	37,909	35,748	34,744	146,004
DISEASE MANAGEMENT	74,250	74,387	74,573	75,587	298,797
E.A.P.	10,098	9,991	9,594	9,435	39,118
P.P.O.	113,181	113,412	108,148	104,936	439,677
OPERATING EXPENSE	279,665	300,817	296,043	240,323	1,116,848

TOTAL EXPENSE \$10,680,037 \$12,059,358 \$11,858,449 \$11,056,084 \$45,653,928

SURPLUS (DEFICIT)	\$1,422,640	(\$30,487)	(\$716,609)	(\$35,541)	\$640,003
-------------------	-------------	------------	-------------	------------	-----------

AVERAGE INCOME	\$735	\$734	\$710	\$712	\$723
AVERAGE EXPENSE	\$649	\$736	\$755	\$714	\$714
SURPLUS (DEFICIT)	\$86	(\$2)	(\$45)	(\$2)	\$9

TOTAL PARTICIPANTS 5,489 5,462 5,234 5,162 5,337

PLAN X
PART TIME
SECOND QUARTER 2012

CONTRIBUTIONS
INDIVIDUAL

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
ASSOCIATED ADMINISTRATORS ¹	\$435	2	\$870
GIANT ^{1,2}	\$435	2,782	1,196,685
FRESH & GREEN	\$435	12	15,660
LOCAL 400 STAFF TEMPS ¹	\$435	1	870
SAFEWAY ^{1,2}	\$435	1,152	527,655
SAFEWAY DELAWARE ^{1,2}	\$435	43	22,620
TOTAL		3,992	\$1,764,360

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$147

PLAN X = TIER II

PLAN X
PART TIME
SECOND QUARTER 2012

BENEFIT EXPENSE
INDIVIDUAL

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$55,847	\$4.66	3,761 PART
DENTAL	\$26.93	\$317,481	\$26.51	3,759 PART
DRUG	\$.80/SCRIPT	\$809,098	\$67.56	11,720 SCRIPTS
HMO KAISER	\$382.33	\$110,111		96 PART
MEDICAL		2,462,695		
MEDICAL ADMINISTRATION	\$11.06	125,320		3,648 PART
TOTAL MEDICAL		\$2,698,126	\$225.29	
PSYCHE	\$2.59	\$28,313	\$2.36	3,644 PART
PSYCHE		\$30,783	\$2.57	
E.A.P.	\$.67	\$7,325	\$0.61	3,644 PART
UTILIZATION MANAGEMENT	\$2.35	\$26,181	\$2.19	3,626 PART
DISEASE MANAGEMENT	\$1.73	\$26,489	\$2.21	3,373 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$41,102	\$3.43	727 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$32,966	\$2.75	2,946 PART
P.P.O. AA, LLC		\$74	\$0.01	
P.P.O. A & G		\$4,573	\$0.38	
LIFE-AD&D	\$.175/.018/1000	\$10,510	\$0.88	3,808 PART
A & S		\$218,420	\$18.24	
SUB TOTAL		\$4,307,288	\$359.65	

OPERATING EXPENSES

ADMINISTRATION ¹	\$11.18	\$129,103	\$10.78	3,833 PART
MISCELLANEOUS		\$105,116	\$8.78	
SUB TOTAL		\$234,219	\$19.56	

TOTAL	\$4,541,507	\$379.21
-------	-------------	----------

¹RATE CHANGE EFFECTIVE APRIL 2012

PLAN X
PART TIME
SECOND QUARTER 2012

INDIVIDUAL
QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$4,972,247	\$1,764,360	\$0	\$0	\$6,736,607
MISC. INCOME-LOA	0	0	0	0	0
-COBRA	32,891	18,922	0	0	51,813
-HMO COPAY	30,056	24,051	0	0	54,107

TOTAL INCOME	\$5,035,194	\$1,807,333	\$0	\$0	\$6,842,527
--------------	-------------	-------------	-----	-----	-------------

EXPENSES

MEDICAL	\$3,613,532	\$2,698,126	\$0	\$0	\$6,311,658
A & S	229,051	218,420	0	0	447,471
DENTAL	301,832	317,481	0	0	619,313
DRUG	1,079,557	809,098	0	0	1,888,655
PSYCHE	57,631	59,096	0	0	116,727
OPTICAL	55,460	55,847	0	0	111,307
LIFE & AD & D	10,324	10,510	0	0	20,834
UTILIZATION MANAGEMENT	26,300	26,181	0	0	52,481
DISEASE MANAGEMENT	25,808	26,489	0	0	52,297
E.A.P.	7,292	7,325	0	0	14,617
P.P.O.	73,261	78,715	0	0	151,976
OPERATING EXPENSES	178,657	234,219	0	0	412,876

TOTAL EXPENSE	\$5,658,705	\$4,541,507	\$0	\$0	\$10,200,212
---------------	-------------	-------------	-----	-----	--------------

SURPLUS (DEFICIT)	(\$623,511)	(\$2,734,174)	\$0	\$0	(\$3,357,685)
-------------------	-------------	---------------	-----	-----	---------------

AVERAGE INCOME	\$441	\$151	\$0	\$0	\$296
AVERAGE EXPENSE	\$495	\$379	\$0	\$0	\$437
SURPLUS (DEFICIT)	(\$54)	(\$228)	\$0	\$0	(\$141)

TOTAL PARTICIPANTS	3,809	3,992	0	0	3,901
--------------------	-------	-------	---	---	-------

PLAN X
PART TIME
2011

INDIVIDUAL
QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$5,332,928	\$5,363,600	\$5,030,168	\$5,032,098	\$20,758,794
MISC. INCOME-LOA	1,233	423	0	0	1,656
-COBRA	14,738	20,507	25,013	33,284	93,542
-HMO COPAY	35,600	30,300	23,959	32,947	122,806

TOTAL INCOME	\$5,384,499	\$5,414,830	\$5,079,140	\$5,098,329	\$20,976,798
--------------	-------------	-------------	-------------	-------------	--------------

EXPENSES

MEDICAL	\$2,429,580	\$3,176,970	\$2,675,089	\$2,992,224	\$11,273,863
A & S	233,256	233,717	231,090	244,533	942,596
DENTAL	305,562	305,511	289,638	288,775	1,189,486
DRUG	1,063,536	869,632	1,060,506	680,898	3,674,572
PSYCHE	115,023	81,209	114,519	54,831	365,582
OPTICAL	57,821	57,870	54,926	54,649	225,266
LIFE & AD & D	12,800	8,888	10,575	10,262	42,525
UTILIZATION MANAGEMENT	28,279	28,654	26,902	26,065	109,900
DISEASE MANAGEMENT	25,126	24,868	24,960	25,217	100,171
E.A.P.	7,593	7,592	7,170	7,182	29,537
P.P.O.	77,327	78,395	74,187	72,551	302,460
OPERATING EXPENSES	204,374	222,035	219,101	177,202	822,712

TOTAL EXPENSE	\$4,560,277	\$5,095,341	\$4,788,663	\$4,634,389	\$19,078,670
---------------	-------------	-------------	-------------	-------------	--------------

SURPLUS (DEFICIT)	\$824,222	\$319,489	\$290,477	\$463,940	\$1,898,128
-------------------	-----------	-----------	-----------	-----------	-------------

AVERAGE INCOME	\$444	\$444	\$439	\$441	\$442
AVERAGE EXPENSE	\$376	\$418	\$414	\$401	\$402
SURPLUS (DEFICIT)	\$68	\$26	\$25	\$40	\$40

TOTAL PARTICIPANTS	4,040	4,062	3,854	3,857	3,953
--------------------	-------	-------	-------	-------	-------

PLAN X
PART TIME
SECOND QUARTER 2012

CONTRIBUTIONS
DEPENDENT

COMPANY	RATE	PARTICIPANTS	CONTRIBUTIONS
ASSOCIATED ADMINISTRATORS	\$940	0	\$0
GIANT ^{1,2}	\$940	885	840,360
FRESH & GREEN	\$940	5	14,100
SAFEWAY ^{1,2}	\$940	220	219,020
SAFEWAY DELAWARE ¹	\$940	7	6,580
TOTAL		1,117	\$1,080,060

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$322

PLAN X = TIER II

PLAN X
PART TIME
SECOND QUARTER 2012

EXPENSES
DEPENDENT

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$16,527	\$4.93	1,113 PART
DENTAL	\$55.44	\$193,697	\$57.80	1,114 PART
DRUG	\$.80/SCRIPT	\$583,672	\$174.15	8,511 SCRIPTS
HMO KAISER	\$782.12	\$300,334		128 PART
MEDICAL		1,983,721		
MEDICAL ADMINISTRATION	\$11.06	33,617		979 PART
TOTAL MEDICAL		\$2,317,672	\$691.64	
PSYCHE	\$2.59	\$7,599	\$2.27	978 PART
PSYCHE		\$36,080	\$10.77	
E.A.P.	\$.67	\$1,965	\$0.59	978 PART
UTILIZATION MANAGEMENT	\$2.35	\$7,406	\$2.21	976 PART
DISEASE MANAGEMENT	\$1.73	\$21,336	\$6.37	926 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$11,374	\$3.39	201 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$8,840	\$2.64	790 PART
P.P.O. AA, LLC		\$21	\$0.01	
P.P.O. A & G		\$1,340	\$0.40	
LIFE-AD&D	\$.175/.018/1000	\$2,999	\$0.89	1,087 PART
A & S		\$94,941	\$28.33	
SUB TOTAL		\$3,305,369	\$986.39	

OPERATING EXPENSES

ADMINISTRATION ¹	\$11.18	\$37,592	\$11.22	1,121 PART
MISCELLANEOUS		\$29,413	\$8.78	
SUB TOTAL		\$67,005	\$20.00	

TOTAL	\$3,372,374	\$1,006.39
-------	-------------	------------

¹RATE CHANGE EFFECTIVE APRIL 2012

PLAN X PART TIME SECOND QUARTER 2012
--

**DEPENDENT
QUARTERLY RECAPS**

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$3,143,360	\$1,080,060	\$0	\$0	\$4,223,420
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	1,963	0	0	0	1,963
-HMO COPAY	38,789	35,694	0	0	74,483
-DEP. COPAY	2,068	564	0	0	2,632

TOTAL INCOME	\$3,186,180	\$1,116,318	\$0	\$0	\$4,302,498
--------------	-------------	-------------	-----	-----	-------------

EXPENSES

MEDICAL	\$1,808,901	\$2,317,672	\$0	\$0	\$4,126,573
A & S	89,323	94,941	0	0	184,264
DENTAL	186,999	193,697	0	0	380,696
DRUG	767,961	583,572	0	0	1,351,533
PSYCHE	41,129	43,679	0	0	84,808
OPTICAL	16,686	16,527	0	0	33,213
LIFE & AD & D	2,977	2,999	0	0	5,976
UTILIZATION MANAGEMENT	7,322	7,406	0	0	14,728
DISEASE MANAGEMENT	21,014	21,336	0	0	42,350
E.A.P.	1,989	1,965	0	0	3,954
P.P.O.	20,737	21,575	0	0	42,312
OPERATING EXPENSE	51,784	67,005	0	0	118,789

TOTAL EXPENSE	\$3,016,822	\$3,372,374	\$0	\$0	\$6,389,196
---------------	-------------	-------------	-----	-----	-------------

SURPLUS (DEFICIT)	\$169,358	(\$2,256,056)	\$0	\$0	(\$2,086,698)
-------------------	-----------	---------------	-----	-----	---------------

AVERAGE INCOME	\$952	\$333	\$0	\$0	\$643
AVERAGE EXPENSE	\$901	\$1,006	\$0	\$0	\$954
SURPLUS (DEFICIT)	\$51	(\$673)	\$0	\$0	(\$311)

TOTAL PARTICIPANTS	1,116	1,117	0	0	1,117
--------------------	-------	-------	---	---	-------

PLAN X
PART TIME
2011

DEPENDENT
QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$3,618,607	\$3,629,032	\$3,232,325	\$3,160,788	\$13,640,752
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	9,274	7,174	8,831	6,835	32,114
-HMO COPAY	45,100	35,700	30,751	46,220	157,771
-DEP. COPAY	1,376	769	405	2,806	5,356

TOTAL INCOME	\$3,674,357	\$3,672,675	\$3,272,312	\$3,216,649	\$13,835,993
--------------	-------------	-------------	-------------	-------------	--------------

EXPENSES

MEDICAL	\$1,540,663	\$1,950,380	\$1,960,897	\$1,760,356	\$7,212,296
A & S	107,135	99,160	102,623	76,921	385,839
DENTAL	195,404	195,080	185,713	182,914	759,111
DRUG	831,638	636,732	772,569	505,035	2,745,974
PSYCHE	42,817	50,958	34,316	26,516	154,607
OPTICAL	18,008	17,949	17,087	16,815	69,859
LIFE & AD & D	3,971	2,695	3,193	2,967	12,826
UTILIZATION MANAGEMENT	8,086	8,174	7,616	7,436	31,312
DISEASE MANAGEMENT	21,170	21,164	18,789	21,180	82,303
E.A.P.	2,155	2,148	2,043	2,004	8,350
P.P.O.	23,124	23,177	21,634	20,990	88,925
OPERATING EXPENSE	61,094	65,508	64,737	52,309	243,648

TOTAL EXPENSE	\$2,855,265	\$3,073,125	\$3,191,217	\$2,675,443	\$11,795,050
---------------	-------------	-------------	-------------	-------------	--------------

SURPLUS (DEFICIT)	\$819,092	\$599,550	\$81,095	\$541,206	\$2,040,943
-------------------	-----------	-----------	----------	-----------	-------------

AVERAGE INCOME	\$1,028	\$1,024	\$951	\$956	\$990
AVERAGE EXPENSE	\$798	\$857	\$927	\$796	\$845
SURPLUS (DEFICIT)	\$230	\$167	\$24	\$160	\$145

TOTAL PARTICIPANTS	1,192	1,195	1,147	1,121	1,164
--------------------	-------	-------	-------	-------	-------

PLAN XX
FULL TIME
SECOND QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
ASSOCIATED ADMINISTRATORS ¹	\$344	47	\$15,480
GIANT ^{1,2}	\$344	261	91,160
FRESH & GREEN	\$344	1	1,032
LOCAL 27 STAFF TEMPS	\$344	0	0
LOCAL 400 STAFF TEMPS	\$344	0	0
SAFEWAY ^{1,2}	\$344	292	102,856
SAFEWAY DELAWARE ^{1,2}	\$344	17	6,192
TOTAL		618	\$216,720

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$117

PLAN XX
FULL TIME
SECOND QUARTER 2012

EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$8,103	\$4.37	546 PART
DENTAL FAMILY	\$34.90	\$24,918		238 PART
DENTAL INDIVIDUAL	\$16.95	15,714		309 PART
TOTAL DENTAL		\$40,632	\$21.92	
DRUG	\$.80/SCRIPT	\$80,893	\$43.63	1,874 SCRIPTS
HMO KAISER	\$333.12	\$51,634		52 PART
MEDICAL INDIVIDUAL		176,902		
MEDICAL FAMILY		265,920		
MEDICAL ADMINISTRATION	\$11.06	16,970		494 PART
TOTAL MEDICAL		\$511,426	\$275.85	
PSYCHE	\$2.59	\$3,833	\$2.07	493 PART
PSYCHE		\$20,614	\$11.12	
UTILIZATION MANAGEMENT	\$2.35	\$3,753	\$2.02	488 PART
DISEASE MANAGEMENT	\$1.73	\$7,227	\$3.90	497 PART
P.P.O CAREFIRST FLEXLINK	\$18.85	\$8,390	\$4.53	148 PART
P P O CAREFIRST NETWORK	\$3.73	\$4,025	\$2.17	360 PART
LIFE-AD&D	\$.175/.018/1000	\$1,634	\$0.88	564 PART
A & S		\$50,671	\$27.33	
SUB TOTAL		\$741,201	\$399.79	

OPERATING EXPENSES

ADMINISTRATION ¹	\$11.18	\$22,303	\$12.03	662 PART
MISCELLANEOUS		\$16,273	\$8.78	
SUB TOTAL		\$38,576	\$20.81	

TOTAL	\$779,777	\$420.60
-------	-----------	----------

¹RATE CHANGE EFFECTIVE APRIL 2012

PLAN XX
FULL TIME
SECOND QUARTER 2012

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$682,147	\$216,720	\$0	\$0	\$898,867
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	961	2,564	0	0	3,525

TOTAL INCOME	\$683,108	\$219,284	\$0	\$0	\$902,392
--------------	-----------	-----------	-----	-----	-----------

EXPENSES

MEDICAL	\$545,662	\$511,426	\$0	\$0	\$1,057,088
A & S	54,120	50,671	0	0	104,791
DENTAL	45,719	40,632	0	0	86,351
DRUG	123,285	80,893	0	0	204,178
PSYCHE	22,116	24,447	0	0	46,563
OPTICAL	9,063	8,103	0	0	17,166
LIFE & AD & D	1,858	1,634	0	0	3,492
UTILIZATION MANAGEMENT	4,284	3,753	0	0	8,037
DISEASE MANAGEMENT	8,205	7,227	0	0	15,432
P.P.O.	14,134	12,415	0	0	26,549
OPERATING EXPENSE	31,738	38,576	0	0	70,314

TOTAL EXPENSE	\$860,184	\$779,777	\$0	\$0	\$1,639,961
---------------	-----------	-----------	-----	-----	-------------

SURPLUS (DEFICIT)	(\$177,076)	(\$560,493)	\$0	\$0	(\$737,569)
-------------------	-------------	-------------	-----	-----	-------------

AVERAGE INCOME	\$343	\$118	\$0	\$0	\$231
AVERAGE EXPENSE	\$432	\$421	\$0	\$0	\$427
SURPLUS (DEFICIT)	(\$89)	(\$303)	\$0	\$0	(\$196)

TOTAL PARTICIPANTS	663	618	0	0	641
--------------------	-----	-----	---	---	-----

PLAN XX
FULL TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$830,232	\$790,324	\$785,856	\$722,272	\$3,128,684
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	3,123	3,601	4,889	4,459	16,072

TOTAL INCOME \$833,355 \$793,925 \$790,745 \$726,731 \$3,144,756

EXPENSES

MEDICAL	\$644,954	\$971,090	\$597,183	\$654,095	\$2,867,322
A & S	48,995	71,589	69,445	35,584	225,613
DENTAL	57,793	56,793	53,549	49,005	217,140
DRUG	141,995	107,132	137,241	64,953	451,321
PSYCHE	18,432	31,333	44,398	23,210	117,373
OPTICAL	11,865	11,528	10,919	9,895	44,207
LIFE & AD & D	2,883	1,801	2,218	2,022	8,924
UTILIZATION MANAGEMENT	5,495	5,428	5,047	4,598	20,568
DISEASE MANAGEMENT	9,638	9,376	11,410	8,598	39,022
P.P.O.	16,909	16,343	15,392	14,643	63,287
OPERATING EXPENSE	46,468	47,450	44,536	34,056	172,510

TOTAL EXPENSE \$1,005,427 \$1,329,863 \$991,338 \$900,659 \$4,227,287

SURPLUS (DEFICIT)	(\$172,072)	(\$535,938)	(\$200,593)	(\$173,928)	(\$1,082,531)
-------------------	-------------	-------------	-------------	-------------	---------------

AVERAGE INCOME	\$313	\$314	\$346	\$345	\$330
AVERAGE EXPENSE	\$378	\$525	\$434	\$428	\$441
SURPLUS (DEFICIT)	(\$65)	(\$211)	(\$88)	(\$83)	(\$111)

TOTAL PARTICIPANTS 887 844 761 702 799

PLAN XX
PART TIME
SECOND QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
ASSOCIATED ADMINISTRATORS ¹	\$99	4	\$396
GIANT ^{1,2}	\$99	4,270	421,965
FRESH & GREEN	\$99	10	3,069
LOCAL 400 STAFF TEMPS ¹	\$99	2	0
SAFEWAY ^{1,2}	\$99	2,374	239,283
SAFEWAY DELAWARE ^{1,2}	\$99	96	8,514
TOTAL		6,756	\$673,227

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$33

PLAN XX
PART TIME
SECOND QUARTER 2012

EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$36,110	\$1.78	2,432 PART
DENTAL	\$16.95	\$123,955	\$6.12	2,438 PART
DRUG	\$.80/SCRIPT	\$179,355	\$8.85	4,117 SCRIPTS
HMO KAISER	\$77.69	\$24,628		106 PART
MEDICAL		1,021,792		
MEDICAL ADMINISTRATION	\$11.06	95,058		2,767 PART
TOTAL MEDICAL		\$1,141,478	\$56.32	
PSYCHE	\$2.59	\$21,652	\$1.07	2,787 PART
PSYCHE		\$59,421	\$2.93	
UTILIZATION MANAGEMENT	\$2.35	\$19,960	\$0.98	2,762 PART
DISEASE MANAGEMENT	\$1.73	\$21,344	\$1.05	2,718 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$32,252	\$1.59	570 PART
P P O CAREFIRST NETWORK	\$3.73	\$25,088	\$1.24	2,242 PART
LIFE-AD&D	\$.175/.018/1000	\$4,225	\$0.21	2,919 PART
A & S		\$48,949	\$2.42	
SUB TOTAL		\$1,713,789	\$84.56	

OPERATING EXPENSES

ADMINISTRATION ¹	\$11.18	\$232,225	\$11.46	6,899 PART
MISCELLANEOUS		\$177,897	\$8.78	
SUB TOTAL		\$410,122	\$20.24	

TOTAL	\$2,123,911	\$104.80
-------	-------------	----------

¹RATE CHANGE EFFECTIVE APRIL 2012

PLAN XX
PART TIME
SECOND QUARTER 2012

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$2,047,932	\$673,227	\$0	\$0	\$2,721,159
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	6,769	7,434	0	0	14,203

TOTAL INCOME	\$2,054,701	\$680,661	\$0	\$0	\$2,735,362
--------------	-------------	-----------	-----	-----	-------------

EXPENSES

MEDICAL	\$1,159,843	\$1,141,478	\$0	\$0	\$2,301,321
A & S	49,947	48,949	0	0	98,896
DENTAL	126,227	123,955	0	0	250,182
DRUG	290,796	179,355	0	0	470,151
PSYCHE	59,834	81,073	0	0	140,907
OPTICAL	36,783	36,110	0	0	72,893
LIFE & AD & D	4,293	4,225	0	0	8,518
UTILIZATION MANAGEMENT	22,390	19,960	0	0	42,350
DISEASE MANAGEMENT	21,432	21,344	0	0	42,776
P.P.O.	59,053	57,340	0	0	116,393
OPERATING EXPENSE	317,224	410,122	0	0	727,346

TOTAL EXPENSE	\$2,147,822	\$2,123,911	\$0	\$0	\$4,271,733
---------------	-------------	-------------	-----	-----	-------------

SURPLUS (DEFICIT)	(\$93,121)	(\$1,443,250)	\$0	\$0	(\$1,536,371)
-------------------	------------	---------------	-----	-----	---------------

AVERAGE INCOME	\$99	\$34	\$0	\$0	\$67
AVERAGE EXPENSE	\$104	\$105	\$0	\$0	\$105
SURPLUS (DEFICIT)	(\$5)	(\$71)	\$0	\$0	(\$38)

TOTAL PARTICIPANTS	6,894	6,756	0	0	6,825
--------------------	-------	-------	---	---	-------

PLAN XX
PART TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$2,259,817	\$2,209,173	\$2,042,898	\$2,048,352	\$8,560,240
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	4,490	4,209	6,283	9,330	24,312

TOTAL INCOME	\$2,264,307	\$2,213,382	\$2,049,181	\$2,057,682	\$8,584,552
--------------	-------------	-------------	-------------	-------------	-------------

EXPENSES

MEDICAL	\$952,371	\$1,883,128	\$1,585,064	\$1,070,647	\$5,491,210
A & S	38,801	64,720	60,312	62,886	226,719
DENTAL	121,508	126,726	124,141	122,413	494,788
DRUG	277,305	224,139	290,815	157,539	949,798
PSYCHE	107,773	97,999	86,286	51,138	343,196
OPTICAL	37,289	38,342	37,348	36,793	149,772
LIFE & AD & D	5,590	3,666	4,708	4,306	18,270
UTILIZATION MANAGEMENT	24,552	25,971	23,971	22,202	96,696
DISEASE MANAGEMENT	21,417	21,958	22,155	21,075	86,605
P.P.O.	59,887	62,369	61,255	57,565	241,076
OPERATING EXPENSE	366,964	401,849	390,561	314,275	1,473,649

TOTAL EXPENSE	\$2,013,457	\$2,950,867	\$2,686,616	\$1,920,839	\$9,571,779
---------------	-------------	-------------	-------------	-------------	-------------

SURPLUS (DEFICIT)	\$250,850	(\$737,485)	(\$637,435)	\$136,843	(\$987,227)
-------------------	-----------	-------------	-------------	-----------	-------------

AVERAGE INCOME	\$101	\$101	\$99	\$99	\$100
AVERAGE EXPENSE	\$90	\$135	\$130	\$93	\$112
SURPLUS (DEFICIT)	\$11	(\$34)	(\$31)	\$6	(\$12)

TOTAL PARTICIPANTS	7,460	7,292	6,877	6,898	7,132
--------------------	-------	-------	-------	-------	-------

**COMBINED FUND
SECOND QUARTER 2012**

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$35,314,778	\$12,057,037	\$0	\$0	\$47,371,815
EMPLOYEE CONTRIBUTIONS	2,377,266	1,606,904	0	0	3,984,170
INTEREST & DIVIDENDS ¹	285,315	315,563	0	0	600,878
MISCELLANEOUS ²	2,593	2,272	0	0	4,865

TOTAL INCOME	\$37,979,952	\$13,981,776	\$0	\$0	\$51,961,728
--------------	--------------	--------------	-----	-----	--------------

EXPENSES

MEDICAL	\$16,922,034	\$17,144,377	\$0	\$0	\$34,066,411
RETIREEES	9,273,386	5,693,684	0	0	14,967,070
A & S	2,006,419	2,066,919	0	0	4,073,338
DENTAL	1,612,462	1,649,088	0	0	3,261,550
DRUG	6,288,186	4,546,899	0	0	10,835,085
PSYCHE	437,195	463,171	0	0	900,366
OPTICAL	226,918	224,589	0	0	451,507
LIFE & AD & D	56,937	56,600	0	0	113,537
UTILIZATION REVIEW	108,046	106,254	0	0	214,300
DISEASE MANAGEMENT	179,312	179,417	0	0	358,729
E.A.P.	22,243	22,115	0	0	44,358
P.P.O.	312,124	319,107	0	0	631,231
OPERATING EXPENSE	906,888	1,169,411	0	0	2,076,299

TOTAL EXPENSE	\$38,352,150	\$33,641,631	\$0	\$0	\$71,993,781
---------------	--------------	--------------	-----	-----	--------------

SURPLUS (DEFICIT)	(\$372,198)	(\$19,659,855)	\$0	\$0	(\$20,032,053)
-------------------	-------------	----------------	-----	-----	----------------

TOTAL PARTICIPANTS	19,392	19,469	0	0	19,431
--------------------	--------	--------	---	---	--------

FUND RESERVE	\$77,687,906	\$70,103,810		
--------------	--------------	--------------	--	--

¹ INTEREST & DIVIDENDS PERTAINING TO JUNE RETIREEES HAVE BEEN EXCLUDED

² INCLUDES LITIGATION SETTLEMENT FOR 2nd QTR:

\$250 JBS USA

500 OFFSHORE GROUP

1,522 QWEST

\$2,272

**COMBINED FUND
2011**

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$39,904,389	\$38,314,044	\$36,826,653	\$36,056,016	\$151,101,102
EMPLOYEE CONTRIBUTIONS	2,632,064	2,617,306	2,316,558	2,397,960	9,963,888
INTEREST & DIVIDENDS	252,591	337,588	268,564	338,226	1,196,969
MISCELLANEOUS ¹	67,874	135,308	3,941	23,026	230,149

TOTAL INCOME \$42,856,918 \$41,404,246 \$39,415,716 \$38,815,228 \$162,492,108

EXPENSES

MEDICAL	\$14,817,928	\$19,852,133	\$17,431,535	\$17,792,189	\$69,893,785
RETIREES	11,823,905	11,210,028	10,193,294	8,108,533	41,335,760
A & S	1,825,095	1,982,076	2,086,315	1,876,882	7,770,368
DENTAL	1,676,391	1,672,342	1,601,999	1,575,115	6,525,847
DRUG	6,305,406	5,070,833	6,222,505	4,001,713	21,600,457
PSYCHE	606,331	529,044	527,541	359,609	2,022,525
OPTICAL	242,289	242,015	232,178	228,036	944,518
LIFE & AD & D	73,514	50,444	60,291	57,494	241,743
UTILIZATION REVIEW	118,678	120,757	113,073	108,361	460,869
DISEASE MANAGEMENT	179,305	179,299	179,348	179,350	717,302
E.A.P.	23,769	23,588	22,505	22,250	92,112
P.P.O.	336,398	339,292	323,833	311,899	1,311,422
OPERATING EXPENSE	1,062,626	1,149,634	1,124,261	906,869	4,243,390

TOTAL EXPENSE \$39,091,635 \$42,421,485 \$40,118,678 \$35,528,300 \$157,160,098

SURPLUS (DEFICIT)	\$3,765,283	(\$1,017,239)	(\$702,962)	\$3,286,928	\$5,332,010
-------------------	-------------	---------------	-------------	-------------	-------------

TOTAL PARTICIPANTS 21,100 20,856 19,796 19,623 20,344

FUND RESERVE	\$79,636,461	\$77,788,528	\$74,867,066	\$78,245,006
--------------	--------------	--------------	--------------	--------------

¹INCLUDES LITIGATION SETTLEMENT FOR 4th QTR:

\$2,796 INTECH

17,194 NWQ

3,036 SCHERING-PLOUGH

\$23,026

COMBINED FUND
SECOND QUARTER 2012

MISCELLANEOUS

ACCOUNTING	19,600
ACTUARIAL & CONSULTING	106,665
AIM HEALTHCARE SERVICES	129
COMPUFACTS	4,415
CONFERENCE	2,881
FAIR HEALTH	18,893
FIDUCIARY LIABILITY INSURANCE	50,021
HEALTH CARE REFORM	3,812
INVESTMENT MANAGEMENT	82,510
LEGAL	178,631
MEETING	817
POSTAGE	29,319
PRINTING	8,979
TELEPHONE	5,980

TOTAL

\$512,652

DELINQUENCIES

NONE

**COMBINED FUND
FELRA & UFCW HEALTH AND WELFARE FUND
INCLUDING LEGAL, SEVERANCE AND SCHOLARSHIP
SECOND QUARTER 2012**

QUARTERLY RECAPS

INCOME	1Q2012	2Q2012	3Q2012	4Q2012	Total
Health	\$37,979,952	\$13,981,776	\$0	\$0	\$51,961,728
Legal	1,190,952	1,205,489	0	0	2,396,441
Severance	153,029	5,333,313	0	0	5,486,342
Scholarship	3,219	7,729	0	0	10,948
Total Income	\$39,327,152	\$20,528,307	\$0	\$0	\$59,855,459

EXPENSES	1Q2012	2Q2012	3Q2012	4Q2012	Total
Health	\$38,352,150	\$33,641,631	\$0	\$0	\$71,993,781
Legal	1,158,453	1,164,490	0	0	2,322,943
Severance	4,842,692	1,811,458	0	0	6,654,150
Scholarship	9,120	17,048	0	0	26,168
Total Expenses	\$44,362,415	\$36,634,627	\$0	\$0	\$80,997,042

Surplus/(Deficit)	1Q2012	2Q2012	3Q2012	4Q2012	Total
Health	(\$372,198)	(\$19,659,855)	\$0	\$0	(\$20,032,053)
Legal	32,499	40,999	0	0	73,498
Severance	(4,689,663)	3,521,855	0	0	(1,167,808)
Scholarship	(5,901)	(9,319)	0	0	(15,220)
Total Surplus/(Deficit)	(\$5,035,263)	(\$16,106,320)	\$0	\$0	(\$21,141,583)

Fund Reserve	\$95,699,081	\$91,473,436		
---------------------	---------------------	---------------------	--	--

**COMBINED FUND
FELRA & UFCW HEALTH AND WELFARE FUND
INCLUDING LEGAL, SEVERANCE AND SCHOLARSHIP
2011**

QUARTERLY RECAPS

INCOME	1Q2011	2Q2011	3Q2011	4Q2011	Total
Health	\$42,856,918	\$41,404,246	\$39,415,716	\$38,815,228	\$162,492,108
Legal	1,268,867	1,270,984	1,191,706	1,162,735	4,894,292
Severance	171,956	192,106	186,477	207,899	758,438
Scholarship	2,405	2,705	3,036	3,724	11,870
Total Income	\$44,300,146	\$42,870,041	\$40,796,935	\$40,189,586	\$168,156,708

EXPENSES	1Q2011	2Q2011	3Q2011	4Q2011	Total
Health	\$39,091,635	\$42,421,485	\$40,118,678	\$35,528,300	\$157,160,098
Legal	1,255,619	1,261,120	1,179,326	1,132,778	4,828,843
Severance	9,028,661	1,946,614	1,418,894	2,209,051	14,603,220
Scholarship	9,942	11,010	37,780	8,670	67,402
Total Expenses	\$49,385,857	\$45,640,229	\$42,754,678	\$38,878,799	\$176,659,563

Surplus/(Deficit)	1Q2011	2Q2011	3Q2011	4Q2011	Total
Health	\$3,765,283	(\$1,017,239)	(\$702,962)	\$3,286,928	\$5,332,010
Legal	13,248	9,864	12,380	29,957	65,449
Severance	(8,856,705)	(1,754,508)	(1,232,417)	(2,001,152)	(13,844,782)
Scholarship	(7,537)	(8,305)	(34,744)	(4,946)	(55,532)
Total Surplus/(Deficit)	(\$5,085,711)	(\$2,770,188)	(\$1,957,743)	\$1,310,787	(\$8,502,855)

Fund Reserve	\$107,745,844	\$104,459,278	\$97,852,845	\$100,160,931
---------------------	----------------------	----------------------	---------------------	----------------------

CONTRACT INFORMATION
SECOND QUARTER 2012

<u>COMPANY</u>	<u>PLAN</u>	<u>RATES</u>	<u>EFF. DATE</u>	<u>CONTRACT EXP.</u>
ASSOCIATED ADMINISTRATORS	X	701.00	10-01-11	10-29-13
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
G & G EDDIES	X	715.00	10-01-11	07-31-13
GIANT 27	I	2,546.00	10-01-11	03-31-12
	I	2,375.00	10-01-11	
	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
GIANT 400	I	2,546.00	10-01-11	03-31-12
	I	2,375.00	10-01-11	
	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
GIANT 400 PHARMACY	X	701.00	10-01-11	09-27-12
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
GIANT DELAWARE	X	701.00	10-01-11	04-21-12
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
GIANT LEXINGTON PARK 400	X	701.00	10-01-11	03-31-12
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
GIANT VALLEY 400	I	2,546.00	10-01-11	03-31-12
	I	2,375.00	10-01-11	
	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
SAFEWAY 27	I	2,546.00	10-01-11	03-31-12
	I	2,375.00	10-01-11	
	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	

CONTRACT INFORMATION
SECOND QUARTER 2012

<u>COMPANY</u>	<u>PLAN</u>	<u>RATES</u>	<u>EFF. DATE</u>	<u>CONTRACT EXP.</u>
SAFEWAY 400	I	2,546.00	10-01-11	03-31-12
	I	2,375.00	10-01-11	
	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
SAFEWAY CULPEPER	I	2,546.00	10-01-11	03-31-12
	I	2,375.00	10-01-11	
	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
SAFEWAY DELAWARE	X	701.00	10-01-11	04-21-12
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
SAFEWAY DOVER	X	701.00	10-01-11	04-21-12
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
STAFF 27	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
STAFF 400	X	701.00	10-01-11	
SUPERFRESH 27	I	2,546.00	10-01-11	08-04-12
	I	2,375.00	10-01-11	
	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	
SUPERFRESH 400	I	2,546.00	10-01-11	08-04-12
	I	2,375.00	10-01-11	
	X	701.00	10-01-11	
	X	435.00	10-01-11	
	X	940.00	10-01-11	
	XX	344.00	10-01-11	
	XX	99.00	10-01-11	

FELRA & UFCW

**HEALTH AND WELFARE FUND
RETIREES**

June 2012

ADMINISTRATIVE MANAGER'S REPORT

FULL TIME June 2012

INCOME

RETIREE COPAYMENTS	\$553,065
INTEREST AND DIVIDENDS	\$18,249
TRANSFER FROM ASSETS	\$1,536,996
TOTAL INCOME	\$2,108,310

EXPENSES

BENEFIT	RATE	EXPENSE	AVG. COST	COMMENT
OPTICAL	\$4.95	\$18,998	\$4.83	3,838 RET
DENTAL	\$28.53	\$109,527		3,836 RET
TOTAL DENTAL		\$109,527	\$27.86	
DRUG	\$.80/1.25/SCRIPT	\$321,679		8,886 SCRIPTS
DRUG CLAIMS		0		
DRUG FEES	\$0.21/CLAIM	1,038		
TOTAL DRUG		\$322,717	\$82.07	
HMO CIGNA		\$1,071,908		1,301 RET
HMO KAISER		408,278		1,444 RET
HMO WELL CARE CHOICE		36		1 RET
HOSPITAL		64,194		
SURGICAL		32,354		
DIAGNOSTIC		22,313		
MAJOR MEDICAL		1,020		
MEDICAL ADMINISTRATION	\$11.06	14,908		1,302 RET
TOTAL MEDICAL		\$1,615,010	\$410.74	
PSYCHE	\$2.59	\$6,110	\$1.55	2,359 RET
PSYCHE		\$10,546	\$2.68	
UTILIZATION MANAGEMENT	\$2.35	\$1,092	\$0.28	63 RET
DISEASE MANAGEMENT	\$1.73	\$199	\$0.05	115 RET
P.P.O CAREFIRST FLEXLINK	\$18.85	\$764	\$0.19	41 RET
P P O CAREFIRST NETWORK	\$3.73	\$22	\$0.01	4 RET
P.P.O. AA, LLC		\$26	\$0.01	
P.P.O A & G		\$2,342	\$0.60	
ADMINISTRATION	\$5.33	\$20,957	\$5.33	3,932 RET
TOTAL EXPENSES		\$2,108,310	\$536.19	

RETIREES 3,932
AVERAGE COST PER RETIREE \$536.19

PART TIME
June 2012

INCOME

RETIREE COPAYMENTS	\$120,085
INTEREST AND DIVIDENDS	\$3,964
TRANSFER FROM ASSETS	\$276,238
TOTAL INCOME	\$400,287

EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$4,247	\$4.97	858 RET
DENTAL	\$28.53	\$24,479	\$28.66	858 RET
DRUG	\$.80/1.25/SCRIPT	\$55,457		1,232 SCRIPTS
DRUG CLAIMS		\$0		
DRUG FEES	\$0.21/CLAIM	155		
DRUG		\$55,612	\$65.12	
HMO CIGNA		\$188,193		245 RET
HMO KAISER		92,058		405 RET
WELL CARE CHOICE		36		1 RET
HOSPITAL		9,119		
SURGICAL		8,073		
DIAGNOSTIC		3,467		
MAJOR MEDICAL		5,459		
MEDICAL ADMINISTRATION	\$11.06	2,851		249 RET
TOTAL MEDICAL		\$309,256	\$362.13	
PSYCHE	\$2.59	\$1,222	\$1.43	472 RET
PSYCHE		\$224	\$0.26	
UTILIZATION MANAGEMENT	\$2.35	\$19	\$0.02	8 RET
DISEASE MANAGEMENT	\$1.73	\$27	\$0.03	30 RET
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$134	\$0.16	8 RET
P.P.O. CAREFIRST NETWORK	\$3.73	\$0	\$0.00	0 RET
P.P.O. AA, LLC		\$6	\$0.01	
P.P.O. A & G		\$509	\$0.60	
ADMINISTRATION	\$5.33	\$4,552	\$5.33	854 RET
TOTAL EXPENSES		\$400,287	\$468.72	

RETIREES 854
AVERAGE COST PER RETIREE \$468.72

2012
QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
RETIREE COPAYMENTS		\$673,150	\$0	\$0	\$673,150
INTEREST & DIVIDENDS		22,213	0	0	22,213
TRANSFER FROM ASSETS		1,813,234	0	0	1,813,234

TOTAL INCOME	\$0	\$2,508,597	\$0	\$0	\$2,508,597
--------------	-----	-------------	-----	-----	-------------

EXPENSES

MEDICAL		\$1,924,266	\$0	\$0	\$1,924,266
DENTAL		134,006	0	0	134,006
DRUG		378,329	0	0	378,329
PSYCHE		18,102	0	0	18,102
OPTICAL		23,245	0	0	23,245
UTILIZATION MANAGEMENT		1,111	0	0	1,111
DISEASE MANAGEMENT		226	0	0	226
P.P.O.		3,803	0	0	3,803
ADMINISTRATION		25,509	0	0	25,509

TOTAL EXPENSES	\$0	\$2,508,597	\$0	\$0	\$2,508,597
----------------	-----	-------------	-----	-----	-------------

TOTAL PARTICIPANTS	0	4,786	0	0	4,786
--------------------	---	-------	---	---	-------

¹ INCLUDES INCOME AND EXPENSES FOR JUNE 2012 ONLY

FELRA & UFCW
ACTIVE HEALTH PLAN
THIRD QUARTER 2012

ADMINISTRATIVE MANAGER'S REPORT

PLAN I
FULL TIME
THIRD QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT ^{1,2}	\$2,510	1,013	\$4,057,354
LOCAL 27 STAFF TEMPS	\$2,510	0	0
LOCAL 400 STAFF TEMPS	\$2,510	1	2,510
SAFEWAY ¹	\$2,510	458	2,286,682
TOTAL		1,472	\$6,346,546

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$1,437

PLAN I = TIER I

PLANT
FULL TIME
THIRD QUARTER 2012

BENEFIT EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL BENEFIT 24	\$4.95	\$11,389		767 PART
OPTICAL BENEFIT 12	\$6.95	15,075		723 PART
TOTAL OPTICAL		\$26,464	\$5.99	
DENTAL INDIVIDUAL	\$28.34	\$36,984		435 PART
DENTAL FAMILY	\$56.19	177,225		1,051 PART
DENTAL 27	\$142.33	426		1 PART
TOTAL DENTAL		\$214,635	\$48.60	
DRUG	\$.80/SCRIPT	\$1,075,391	\$243.52	12,524 SCRIPTS
HMO KAISER	\$1,050.82	\$247,994		79 PART
HOSPITAL		2,256,866		
SURGICAL		622,682		
DIAGNOSTIC		440,346		
MAJOR MEDICAL		902,684		
MEDICAL ADMINISTRATION	\$11.06	48,239		1,404 PART
TOTAL MEDICAL		\$4,518,811	\$1,023.28	
PSYCHE	\$2.59	\$10,919	\$2.47	1,405 PART
PSYCHE		\$58,862	\$13.33	
E.A.P.	\$.67	\$2,825	\$0.64	1,405 PART
UTILIZATION MANAGEMENT	\$2.35	\$10,675	\$2.42	1,406 PART
DISEASE MANAGEMENT	\$2.06	\$17,907	\$4.06	1,334 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$19,514	\$4.42	345 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$11,999	\$2.72	1,072 PART
P.P.O. AA, LLC		\$29	\$0.01	
P.P.O. A & G		\$2,072	\$0.47	
LIFE-AD&D	\$.175/.018/1000	\$14,102	\$3.19	1,513 PART
A & S		\$488,602	\$110.64	
SUB TOTAL		\$6,472,807	\$1,465.76	

OPERATING EXPENSES

ADMINISTRATION	\$11.18	\$52,445	\$11.88	1,562 PART
MISCELLANEOUS		\$21,234	\$4.81	
SUB TOTAL		\$73,679	\$16.69	

TOTAL	\$6,546,486	\$1,482.45
-------	-------------	------------

¹RATE CHANGE EFFECTIVE JULY 2012

PLANT FULL TIME THIRD QUARTER 2012
--

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$11,830,448	\$3,903,018	\$6,346,546	\$0	\$22,080,012
MISC. INCOME-DENTAL	239	239	239	0	717
-RETIREE	1,677,311	1,102,346	0	0	2,779,657
-LOA	0	0	0	0	0
-COBRA	15,059	6,642	5,902	0	27,603
-HMO COPAY	25,196	21,859	14,798	0	61,853

TOTAL	\$13,548,253	\$5,034,104	\$6,367,485	\$0	\$24,949,842
-------	--------------	-------------	-------------	-----	--------------

EXPENSES

MEDICAL	\$3,031,099	\$3,361,492	\$4,518,811	\$0	\$10,911,402
RETIREE	7,965,362	4,892,297	0	0	12,857,659
A & S	504,635	523,490	488,602	0	1,516,727
DENTAL	227,096	220,935	214,635	0	662,666
DRUG	1,228,616	884,763	1,075,391	0	3,188,770
PSYCHE	62,550	44,030	69,781	0	176,361
OPTICAL	27,917	27,190	26,464	0	81,571
LIFE & AD & D	14,830	14,482	14,102	0	43,414
UTILIZATION MANAGEMENT	11,083	11,706	10,675	0	33,464
DISEASE MANAGEMENT	23,913	23,459	17,907	0	65,279
E.A.P.	2,994	2,905	2,825	0	8,724
P.P.O.	34,828	34,771	33,614	0	103,213
OPERATING EXPENSE	74,408	93,065	73,679	0	241,152

TOTAL EXPENSE	\$13,209,331	\$10,134,585	\$6,546,485	\$0	\$29,890,402
---------------	--------------	--------------	-------------	-----	--------------

SURPLUS (DEFICIT)	\$338,922	(\$5,100,481)	(\$179,001)	\$0	(\$4,940,560)
-------------------	-----------	---------------	-------------	-----	---------------

AVERAGE INCOME	\$2,902	\$1,106	\$1,442	0	\$1,817
AVERAGE EXPENSE	\$2,830	\$2,227	\$1,482	0	\$2,180
SURPLUS (DEFICIT)	\$72	(\$1,121)	(\$40)	0	(\$363)

TOTAL PARTICIPANTS	1,556	1,517	1,472	0	1,515
--------------------	-------	-------	-------	---	-------

PLAN I
FULL TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$12,489,297	\$12,274,006	\$12,454,270	\$12,208,070	\$49,425,643
ERRP	\$1,000,481	0	145,074	0	1,145,555
MISC. INCOME-DENTAL	239	239	239	239	956
-RETIREE	1,859,055	1,862,132	1,670,389	1,674,384	7,065,960
-LOA	0	0	0	0	0
-COBRA	2,804	10,082	16,385	14,123	43,394
-HMO COPAY	31,400	28,000	20,465	29,477	109,342

TOTAL	\$15,383,276	\$14,174,459	\$14,306,822	\$13,926,293	\$57,790,850
-------	--------------	--------------	--------------	--------------	--------------

EXPENSES

MEDICAL	\$3,107,443	\$3,805,582	\$3,272,462	\$3,512,829	\$13,698,316
RETIREE	10,008,891	9,357,143	8,794,912	6,855,753	35,016,699
A & S	510,214	547,893	562,371	488,490	2,108,968
DENTAL	245,092	241,508	231,132	225,323	943,055
DRUG	1,198,576	933,773	1,183,442	783,187	4,098,978
PSYCHE	86,862	43,097	59,162	45,809	234,930
OPTICAL	30,756	30,320	29,154	28,526	118,756
LIFE & AD & D	19,150	13,728	15,805	15,088	63,771
UTILIZATION MANAGEMENT	12,344	12,318	11,603	11,219	47,484
DISEASE MANAGEMENT	24,152	24,035	23,952	24,198	96,337
E.A.P.	3,303	3,246	3,110	3,057	12,716
P.P.O.	39,277	38,980	36,964	35,215	150,436
OPERATING EXPENSE	87,946	94,728	92,487	75,249	350,410

TOTAL EXPENSE	\$15,374,006	\$15,146,351	\$14,316,556	\$12,103,943	\$56,940,856
---------------	--------------	--------------	--------------	--------------	--------------

SURPLUS (DEFICIT)	\$9,270	(\$971,892)	(\$9,734)	\$1,822,350	\$849,994
-------------------	---------	-------------	-----------	-------------	-----------

AVERAGE INCOME	\$2,981	\$2,794	\$2,926	\$2,905	\$2,902
AVERAGE EXPENSE	\$2,979	\$2,986	\$2,928	\$2,525	\$2,855
SURPLUS (DEFICIT)	\$2	(\$192)	(\$2)	\$380	\$47

TOTAL PARTICIPANTS	1,720	1,691	1,630	1,598	1,660
--------------------	-------	-------	-------	-------	-------

PLAN I
PART TIME
THIRD QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT ^{1,2}	\$2,399	218	\$832,789
SAFEWAY ¹	\$2,399	34	163,132
TOTAL		252	\$995,921

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$1,317

PLAN I = TIER I

PLAN I
PART TIME
THIRD QUARTER 2012

BENEFIT EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL BENEFIT 24	\$4.95	\$2,336		157 PART
OPTICAL BENEFIT 12	\$6.95	2,383		114 PART
TOTAL OPTICAL		\$4,719	\$6.24	
DENTAL INDIVIDUAL	\$28.34	\$11,733		138 PART
DENTAL FAMILY	\$56.19	22,419		133 PART
TOTAL DENTAL		\$34,152	\$45.17	
DRUG	\$.80/SCRIPT	\$234,106	\$309.66	1,999 SCRIPTS
HMO KAISER	\$773.18	\$34,793		15 PART
HOSPITAL		429,768		
SURGICAL		82,961		
DIAGNOSTIC		88,913		
MAJOR MEDICAL		78,401		
MEDICAL ADMINISTRATION	\$11.06	8,782		256 PART
TOTAL MEDICAL		\$723,618	\$957.17	
PSYCHE	\$2.59	\$1,984	\$2.62	255 PART
PSYCHE		\$17,650	\$23.35	
E.A.P.	\$.67	\$514	\$0.68	255 PART
UTILIZATION MANAGEMENT	\$2.35	\$2,680	\$3.54	255 PART
DISEASE MANAGEMENT ¹	\$2.06	\$2,552	\$3.38	242 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$2,865	\$3.79	51 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$2,309	\$3.05	206 PART
P.P.O. AA, LLC		\$5	\$0.01	
P.P.O. A & G		\$367	\$0.49	
LIFE-AD&D	\$.175/.018/1000	\$1,104	\$1.46	277 PART
A & S		\$60,051	\$79.43	
SUB TOTAL		\$1,088,676	\$1,440.04	

OPERATING EXPENSES

ADMINISTRATION	\$11.18	\$9,414	\$12.45	278 PART
MISCELLANEOUS		\$3,635	\$4.81	
SUB TOTAL		\$13,049	\$17.26	

TOTAL	\$1,101,725	\$1,457.30
-------	-------------	------------

¹RATE CHANGE EFFECTIVE JULY 2012

PLAN I PART TIME THIRD QUARTER 2012
--

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$1,965,793	\$653,125	\$995,921	\$0	\$3,614,839
MISC. INCOME-DENTAL	0	0	0	0	0
-RETIREE	364,398	239,348	0	0	603,746
-LOA	3,582	2,149	748	0	6,479
-COBRA	7,783	2,611	2,216	0	12,610
-HMO COPAY	4,464	3,999	3,162	0	11,625

TOTAL	\$2,346,020	\$901,232	\$1,002,047	\$0	\$4,249,299
-------	-------------	-----------	-------------	-----	-------------

EXPENSES

MEDICAL	\$430,500	\$371,743	\$723,618	\$0	\$1,525,861
RETIREE	1,308,024	801,387	0	0	2,109,411
A & S	31,611	56,719	60,051	0	148,381
DENTAL	37,421	35,618	34,152	0	107,191
DRUG	200,616	138,977	234,106	0	573,699
PSYCHE	4,295	13,506	19,634	0	37,435
OPTICAL	5,111	4,889	4,719	0	14,719
LIFE & AD & D	1,176	1,152	1,104	0	3,432
UTILIZATION MANAGEMENT	2,072	1,963	2,680	0	6,715
DISEASE MANAGEMENT	3,490	3,403	2,552	0	9,445
E.A.P.	561	533	514	0	1,608
P.P.O.	6,015	6,002	5,546	0	17,563
OPERATING EXPENSE	13,340	16,705	13,049	0	43,094

TOTAL EXPENSE	\$2,044,232	\$1,452,597	\$1,101,725	\$0	\$4,598,554
---------------	-------------	-------------	-------------	-----	-------------

SURPLUS (DEFICIT)	\$301,788	(\$551,365)	(\$99,678)	\$0	(\$349,255)
-------------------	-----------	-------------	------------	-----	-------------

AVERAGE INCOME	\$2,793	\$1,117	\$1,325	\$0	\$1,745
AVERAGE EXPENSE	\$2,434	\$1,800	\$1,457	\$0	\$1,897
SURPLUS (DEFICIT)	\$359	(\$683)	(\$132)	\$0	(\$152)

TOTAL PARTICIPANTS	280	269	252	0	267
--------------------	-----	-----	-----	---	-----

PLAN I
PART TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$2,188,354	\$2,165,024	\$2,094,666	\$2,030,583	\$8,478,627
ERRP	243,827	0	31,537	0	275,364
MISC. INCOME-DENTAL	0	0	0	0	0
-RETIREE	452,845	455,527	363,059	364,081	1,635,512
-LOA	0	3,645	1,955	1,433	7,033
-COBRA	1,856	3,712	8,068	5,714	19,350
-HMO COPAY	7,100	5,300	3,886	5,938	22,224

TOTAL	\$2,893,982	\$2,633,208	\$2,503,171	\$2,407,749	\$10,438,110
-------	-------------	-------------	-------------	-------------	--------------

EXPENSES

MEDICAL	\$438,207	\$605,462	\$590,307	\$741,111	\$2,375,087
RETIREE	1,815,014	1,852,885	1,398,382	1,252,780	6,319,061
A & S	44,006	32,133	28,732	32,369	137,240
DENTAL	40,135	39,588	37,866	36,799	154,388
DRUG	195,974	159,298	189,367	136,855	681,494
PSYCHE	33,350	40,262	5,237	5,022	83,871
OPTICAL	5,642	5,563	5,346	5,197	21,748
LIFE & AD & D	1,539	1,101	1,270	1,192	5,102
UTILIZATION MANAGEMENT	2,319	2,303	2,186	2,097	8,905
DISEASE MANAGEMENT	3,552	3,511	3,509	3,495	14,067
E.A.P.	620	611	588	572	2,391
P.P.O.	6,693	6,616	6,253	5,999	25,561
OPERATING EXPENSE	16,115	17,247	16,796	13,455	63,613

TOTAL EXPENSE	\$2,603,166	\$2,766,580	\$2,285,839	\$2,236,943	\$9,892,528
---------------	-------------	-------------	-------------	-------------	-------------

SURPLUS (DEFICIT)	\$290,816	(\$133,372)	\$217,332	\$170,806	\$545,582
-------------------	-----------	-------------	-----------	-----------	-----------

AVERAGE INCOME	\$3,092	\$2,831	\$2,848	\$2,816	\$2,897
AVERAGE EXPENSE	\$2,781	\$2,975	\$2,600	\$2,616	\$2,743
SURPLUS (DEFICIT)	\$311	(\$144)	\$248	\$200	\$154

TOTAL PARTICIPANTS	312	310	293	285	300
--------------------	-----	-----	-----	-----	-----

PLAN X
FULL TIME
THIRD QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
ASSOCIATED ADMINISTRATORS ¹	\$762	83	\$101,361
EDDIES	\$715	3	6,435
GIANT ^{1,2}	\$762	2,989	3,652,517
FRESH & GREEN	\$762	10	22,098
LOCAL 27 STAFF TEMPS ^{1,2}	\$762	6	4,938
LOCAL 400 STAFF TEMPS ^{1,2}	\$762	4	5,298
SAFEWAY ^{1,2}	\$762	1,898	2,886,469
SAFEWAY DELAWARE ^{1,2}	\$762	82	126,492
TOTAL		5,075	\$8,805,608

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$447

PLAN X = TIER II

PLAN X
FULL TIME
THIRD QUARTER 2012

EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$75,552	\$4.96	5,088 PART
DENTAL FAMILY	\$59.20	\$563,846		3,175 PART
DENTAL INDIVIDUAL	28.76	164,939		1,912 PART
TOTAL DENTAL		\$728,785	\$47.87	
DRUG	\$.80/SCRIPT	\$2,550,012	\$167.49	31,431 SCRIPTS
HMO KAISER	\$643.12	\$753,737		391 PART
MEDICAL INDIVIDUAL		1,931,122		
MEDICAL FAMILY		4,822,119		
MEDICAL ADMINISTRATION	\$11.06	160,392		4,669 PART
TOTAL MEDICAL		\$7,667,370	\$503.60	
PSYCHE	\$2.59	\$36,151	\$2.37	4,652 PART
PSYCHE		\$161,368	\$10.60	
E.A.P.	\$.67	\$9,350	\$0.61	4,652 PART
UTILIZATION MANAGEMENT	\$2.35	\$34,772	\$2.28	4,628 PART
DISEASE MANAGEMENT ¹	\$2.06	\$59,813	\$3.93	4,487 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$60,328	\$3.96	1,067 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$40,262	\$2.64	3,598 PART
P.P.O. AA LLC		\$95	\$0.01	
P.P.O. A & G		\$7,104	\$0.47	
LIFE-AD&D	\$.175/.018/1000	\$21,420	\$1.41	5,092 PART
A & S		\$1,167,289	\$76.67	
SUB TOTAL		\$12,619,671	\$828.87	

OPERATING EXPENSES

ADMINISTRATION	\$11.18	\$178,557	\$11.73	5,307 PART
MISCELLANEOUS		\$73,207	\$4.81	
SUB TOTAL		\$251,764	\$16.54	

TOTAL	\$12,871,435	\$845.41
-------	--------------	----------

¹RATE CHANGE EFFECTIVE JULY 2012

PLAN X FULL TIME THIRD QUARTER 2012

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$10,672,851	\$3,766,527	\$6,805,608	\$0	\$21,244,986
MISC. INCOME-LOA	(441)	0	0	0	(441)
-COBRA	38,379	29,718	33,223	0	101,320
-HMO COPAY	127,799	108,764	92,135	0	328,698

TOTAL INCOME	\$10,838,588	\$3,905,009	\$6,930,966	\$0	\$21,674,563
--------------	--------------	-------------	-------------	-----	--------------

EXPENSES

MEDICAL	\$6,332,497	\$6,742,440	\$7,667,370	\$0	\$20,742,307
A & S	1,047,732	1,073,729	1,167,289	0	3,288,750
DENTAL	687,168	716,770	728,785	0	2,132,723
DRUG	2,597,355	1,870,241	2,550,012	0	7,017,608
PSYCHE	189,640	197,340	197,519	0	584,499
OPTICAL	75,898	75,923	75,552	0	227,373
LIFE & AD & D	21,479	21,598	21,420	0	64,497
UTILIZATION MANAGEMENT	34,595	35,285	34,772	0	104,652
DISEASE MANAGEMENT	75,450	76,159	59,813	0	211,422
E.A.P.	9,407	9,387	9,350	0	28,144
P.P.O.	104,096	108,289	107,789	0	320,174
OPERATING EXPENSE	239,737	309,719	251,764	0	801,220

TOTAL EXPENSE	\$11,415,054	\$11,236,880	\$12,871,435	\$0	\$35,523,369
---------------	--------------	--------------	--------------	-----	--------------

SURPLUS (DEFICIT)	(\$576,466)	(\$7,331,871)	(\$5,940,469)	\$0	(\$13,848,806)
-------------------	-------------	---------------	---------------	-----	----------------

AVERAGE INCOME	\$712	\$250	\$455	\$0	\$472
AVERAGE EXPENSE	\$750	\$720	\$845	\$0	\$772
SURPLUS (DEFICIT)	(\$38)	(\$470)	(\$390)	\$0	(\$300)

TOTAL PARTICIPANTS	5,074	5,200	5,075	0	5,116
--------------------	-------	-------	-------	---	-------

PLAN X
FULL TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$11,940,846	\$11,882,885	\$11,009,859	\$10,853,853	\$45,687,443
MISC. INCOME-LOA	2,589	(2,589)	883	441	1,324
-COBRA	25,992	31,675	37,624	29,350	124,641
-HMO COPAY	133,250	116,900	93,474	136,899	480,523

TOTAL INCOME	\$12,102,677	\$12,028,871	\$11,141,840	\$11,020,543	\$46,293,931
--------------	--------------	--------------	--------------	--------------	--------------

EXPENSES

MEDICAL	\$5,704,710	\$7,459,521	\$6,750,533	\$7,060,927	\$26,975,691
A & S	842,688	932,864	1,031,742	936,099	3,743,393
DENTAL	710,897	707,136	679,960	669,886	2,767,879
DRUG	2,596,382	2,140,127	2,588,565	1,673,246	8,998,320
PSYCHE	202,074	184,186	183,623	153,083	722,966
OPTICAL	80,908	80,443	77,398	76,161	314,910
LIFE & AD & D	27,581	18,565	22,522	21,657	90,325
UTILIZATION MANAGEMENT	37,603	37,909	35,748	34,744	146,004
DISEASE MANAGEMENT	74,250	74,387	74,573	75,587	298,797
E.A.P.	10,098	9,991	9,594	9,435	39,118
P.P.O.	113,181	113,412	108,148	104,936	439,677
OPERATING EXPENSE	279,665	300,817	296,043	240,323	1,116,848

TOTAL EXPENSE	\$10,680,037	\$12,059,358	\$11,858,449	\$11,056,084	\$45,653,928
---------------	--------------	--------------	--------------	--------------	--------------

SURPLUS (DEFICIT)	\$1,422,640	(\$30,487)	(\$716,609)	(\$35,541)	\$640,003
-------------------	-------------	------------	-------------	------------	-----------

AVERAGE INCOME	\$735	\$734	\$710	\$712	\$723
AVERAGE EXPENSE	\$649	\$736	\$755	\$714	\$714
SURPLUS (DEFICIT)	\$86	(\$2)	(\$45)	(\$2)	\$9

TOTAL PARTICIPANTS	5,489	5,462	5,234	5,162	5,337
--------------------	-------	-------	-------	-------	-------

PLAN X
PART TIME
THIRD QUARTER 2012

CONTRIBUTIONS
INDIVIDUAL

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
ASSOCIATED ADMINISTRATORS ¹	\$430	1	\$692
GIANT ^{1,2}	\$430	2,806	1,952,936
FRESH & GREEN	\$430	12	15,050
LOCAL 400 STAFF TEMPS ^{1,2}	\$430	1	430
SAFEWAY ^{1,2}	\$430	1,147	990,270
SAFEWAY DELAWARE ^{1,2}	\$430	58	49,880
TOTAL		4,025	\$3,009,258

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$249

PLAN X = TIER II

PLAN X
PART TIME
THIRD QUARTER 2012

BENEFIT EXPENSE
INDIVIDUAL

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$56,806	\$4.70	3,825 PART
DENTAL	\$28.76	\$329,590	\$27.30	3,820 PART
DRUG	\$.80/SCRIPT	\$1,036,324	\$85.82	13,566 SCRIPTS
HMO KAISER	\$382.33	\$102,082		89 PART
MEDICAL		3,654,401		
MEDICAL ADMINISTRATION	\$11.06	128,618		3,744 PART
TOTAL MEDICAL		\$3,885,101	\$321.75	
PSYCHE	\$2.59	\$28,898	\$2.39	3,719 PART
PSYCHE		\$28,232	\$2.34	
E.A.P	\$.67	\$7,476	\$0.62	3,719 PART
UTILIZATION MANAGEMENT	\$2.35	\$27,047	\$2.24	3,655 PART
DISEASE MANAGEMENT ¹	\$2.06	\$21,066	\$1.74	3,409 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$40,930	\$3.39	724 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$33,398	\$2.77	2,985 PART
P.P.O. AA, LLC		\$73	\$0.01	
P.P.O. A & G		\$5,453	\$0.45	
LIFE-AD&D	\$.175/.018/1000	\$10,594	\$0.88	3,838 PART
A & S		\$275,338	\$22.80	
SUB TOTAL		\$5,786,324	\$479.20	

OPERATING EXPENSES

ADMINISTRATION	\$11.18	\$135,479	\$11.22	4,020 PART
MISCELLANEOUS		\$58,061	\$4.81	
SUB TOTAL		\$193,540	\$16.03	

TOTAL	\$5,979,864	\$495.23
-------	-------------	----------

¹RATE CHANGE EFFECTIVE JULY 2012

PLAN X PART TIME THIRD QUARTER 2012
--

INDIVIDUAL
QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$4,972,247	\$1,764,360	\$3,009,258	\$0	\$9,745,865
MISC. INCOME-LOA	0	0	845	0	845
-COBRA	32,891	18,922	21,699	0	73,512
-HMO COPAY	30,056	24,051	19,906	0	74,013

TOTAL INCOME	\$5,035,194	\$1,807,333	\$3,051,708	\$0	\$9,894,235
--------------	-------------	-------------	-------------	-----	-------------

EXPENSES

MEDICAL	\$3,613,532	\$2,698,126	\$3,885,101	\$0	\$10,196,759
A & S	229,051	218,420	275,338	0	722,809
DENTAL	301,832	317,481	329,590	0	948,903
DRUG	1,079,557	809,098	1,036,324	0	2,924,979
PSYCHE	57,631	59,096	57,128	0	173,855
OPTICAL	55,460	55,847	56,806	0	168,113
LIFE & AD & D	10,324	10,510	10,594	0	31,428
UTILIZATION MANAGEMENT	26,300	26,181	27,047	0	79,528
DISEASE MANAGEMENT	25,808	26,489	21,066	0	73,363
E.A.P.	7,292	7,325	7,476	0	22,093
P.P.O.	73,261	78,715	79,854	0	231,830
OPERATING EXPENSES	178,657	234,219	193,540	0	606,416

TOTAL EXPENSE	\$5,658,705	\$4,541,507	\$5,979,864	\$0	\$16,180,076
---------------	-------------	-------------	-------------	-----	--------------

SURPLUS (DEFICIT)	(\$623,511)	(\$2,734,174)	(\$2,928,156)	\$0	(\$6,285,841)
-------------------	-------------	---------------	---------------	-----	---------------

AVERAGE INCOME	\$441	\$151	\$253	\$0	\$282
AVERAGE EXPENSE	\$495	\$379	\$495	\$0	\$456
SURPLUS (DEFICIT)	(\$54)	(\$228)	(\$242)	\$0	(\$174)

TOTAL PARTICIPANTS	3,809	3,992	4,025	0	3,942
--------------------	-------	-------	-------	---	-------

PLAN X
PART TIME
2011

INDIVIDUAL
QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$5,332,928	\$5,363,600	\$5,030,168	\$5,032,098	\$20,758,794
MISC. INCOME-LOA	1,233	423	0	0	1,656
-COBRA	14,738	20,507	25,013	33,284	93,542
-HMO COPAY	35,600	30,300	23,959	32,947	122,806

TOTAL INCOME	\$5,384,499	\$5,414,830	\$5,079,140	\$5,098,329	\$20,976,798
--------------	-------------	-------------	-------------	-------------	--------------

EXPENSES

MEDICAL	\$2,429,580	\$3,176,970	\$2,675,089	\$2,992,224	\$11,273,863
A & S	233,256	233,717	231,090	244,533	942,596
DENTAL	305,562	305,511	289,638	288,775	1,189,486
DRUG	1,063,536	869,632	1,060,506	680,898	3,674,572
PSYCHE	115,023	81,209	114,519	54,831	365,582
OPTICAL	57,821	57,870	54,926	54,649	225,266
LIFE & AD & D	12,800	8,888	10,575	10,262	42,525
UTILIZATION MANAGEMENT	28,279	28,654	26,902	26,065	109,900
DISEASE MANAGEMENT	25,126	24,868	24,960	25,217	100,171
E.A.P.	7,593	7,592	7,170	7,182	29,537
P.P.O.	77,327	78,395	74,187	72,551	302,460
OPERATING EXPENSES	204,374	222,035	219,101	177,202	822,712

TOTAL EXPENSE	\$4,560,277	\$5,095,341	\$4,788,663	\$4,634,389	\$19,078,670
---------------	-------------	-------------	-------------	-------------	--------------

SURPLUS (DEFICIT)	\$824,222	\$319,489	\$290,477	\$463,940	\$1,898,128
-------------------	-----------	-----------	-----------	-----------	-------------

AVERAGE INCOME	\$444	\$444	\$439	\$441	\$442
AVERAGE EXPENSE	\$376	\$418	\$414	\$401	\$402
SURPLUS (DEFICIT)	\$68	\$26	\$25	\$40	\$40

TOTAL PARTICIPANTS	4,040	4,062	3,854	3,857	3,953
--------------------	-------	-------	-------	-------	-------

PLAN X
PART TIME
THIRD QUARTER 2012

CONTRIBUTIONS
DEPENDENT

COMPANY	RATE	PARTICIPANTS	CONTRIBUTIONS
ASSOCIATED ADMINISTRATORS	\$903	0	\$0
GIANT ^{1,2}	\$903	876	1,268,119
FRESH & GREEN	\$903	5	13,545
SAFEWAY ^{1,2}	\$903	213	382,909
SAFEWAY DELAWARE ¹	\$903	6	10,836
TOTAL		1,100	\$1,675,409

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$508

PLAN X = TIER II

PLAN X
PART TIME
THIRD QUARTER 2012

EXPENSES
DEPENDENT

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$16,588	\$5.03	1,117 PART
DENTAL	\$59.20	\$198,379	\$60.11	1,117 PART
DRUG	\$.80/SCRIPT	\$756,341	\$229.19	9,462 SCRIPTS
HMO KAISER MEDICAL	\$782.12	\$297,988 1,934,546		127 PART
MEDICAL ADMINISTRATION	\$11.06	33,766		983 PART
TOTAL MEDICAL		\$2,266,300	\$686.76	
PSYCHE	\$2.59	\$7,617	\$2.31	980 PART
PSYCHE		\$49,522	\$15.01	
E A P	\$.67	\$1,970	\$0.60	980 PART
UTILIZATION MANAGEMENT	\$2.35	\$7,044	\$2.13	977 PART
DISEASE MANAGEMENT ¹	\$2.06	\$16,612	\$5.03	909 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$11,266	\$3.42	200 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$8,784	\$2.66	785 PART
P.P.O. AA LLC		\$20	\$0.01	
P.P.O. A & G		\$1,526	\$0.46	
LIFE-AD&D	\$.175/.018/1000	\$2,958	\$0.90	1,071 PART
A & S		\$80,201	\$24.30	
SUB TOTAL		\$3,425,145	\$1,037.92	

OPERATING EXPENSES

ADMINISTRATION	\$11.18	\$36,057	\$11.53	1,133 PART
MISCELLANEOUS		\$15,868	\$4.81	
SUB TOTAL		\$53,925	\$16.34	

TOTAL	\$3,479,070	\$1,054.26
-------	-------------	------------

¹RATE CHANGE EFFECTIVE JULY 2012

PLAN X PART TIME THIRD QUARTER 2012
--

DEPENDENT
QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$3,143,360	\$1,080,060	\$1,675,409	\$0	\$5,898,829
MISC. INCOME -LOA	0	0	897	0	897
-COBRA	1,963	0	3,791	0	5,754
-HMO COPAY	38,789	35,694	28,037	0	102,520
-DEP. COPAY	2,068	564	188	0	2,820

TOTAL INCOME	\$3,186,180	\$1,116,318	\$1,708,322	\$0	\$6,010,820
--------------	-------------	-------------	-------------	-----	-------------

EXPENSES

MEDICAL	\$1,808,901	\$2,317,672	\$2,266,300	\$0	\$6,392,873
A & S	89,323	94,941	80,201	0	264,465
DENTAL	186,999	193,697	198,379	0	579,075
DRUG	767,961	583,572	756,341	0	2,107,874
PSYCHE	41,129	43,679	57,139	0	141,947
OPTICAL	16,686	16,527	16,588	0	49,801
LIFE & AD & D	2,977	2,999	2,955	0	8,931
UTILIZATION MANAGEMENT	7,322	7,406	7,044	0	21,772
DISEASE MANAGEMENT	21,014	21,336	16,612	0	58,962
E.A.P.	1,989	1,965	1,970	0	5,924
P.P.O.	20,737	21,575	21,616	0	63,928
OPERATING EXPENSE	51,784	67,005	53,925	0	172,714

TOTAL EXPENSE	\$3,016,822	\$3,372,374	\$3,479,070	\$0	\$9,868,266
---------------	-------------	-------------	-------------	-----	-------------

SURPLUS (DEFICIT)	\$169,358	(\$2,256,056)	(\$1,770,748)	\$0	(\$3,857,446)
-------------------	-----------	---------------	---------------	-----	---------------

AVERAGE INCOME	\$952	\$333	\$518	\$0	\$601
AVERAGE EXPENSE	\$901	\$1,006	\$1,054	\$0	\$987
SURPLUS (DEFICIT)	\$51	(\$673)	(\$536)	\$0	(\$386)

TOTAL PARTICIPANTS	1,116	1,117	1,100	0	1,111
--------------------	-------	-------	-------	---	-------

PLAN X
PART TIME
2011

DEPENDENT
QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$3,618,607	\$3,629,032	\$3,232,325	\$3,160,788	\$13,640,752
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	9,274	7,174	8,831	6,835	32,114
-HMO COPAY	45,100	35,700	30,751	46,220	157,771
-DEP. COPAY	1,376	769	405	2,806	5,356

TOTAL INCOME	\$3,674,357	\$3,672,675	\$3,272,312	\$3,216,649	\$13,835,993
--------------	-------------	-------------	-------------	-------------	--------------

EXPENSES

MEDICAL	\$1,540,663	\$1,950,380	\$1,960,897	\$1,760,356	\$7,212,296
A & S	107,135	99,160	102,623	76,921	385,839
DENTAL	195,404	195,080	185,713	182,914	759,111
DRUG	831,638	636,732	772,569	505,035	2,745,974
PSYCHE	42,817	50,958	34,316	26,516	154,607
OPTICAL	18,008	17,949	17,087	16,815	69,859
LIFE & AD & D	3,971	2,695	3,193	2,967	12,826
UTILIZATION MANAGEMENT	8,086	8,174	7,616	7,436	31,312
DISEASE MANAGEMENT	21,170	21,164	18,789	21,180	82,303
E.A.P. ,	2,155	2,148	2,043	2,004	8,350
P.P.O.	23,124	23,177	21,634	20,990	88,925
OPERATING EXPENSE	61,094	65,508	64,737	52,309	243,648

TOTAL EXPENSE	\$2,855,265	\$3,073,125	\$3,191,217	\$2,675,443	\$11,795,050
---------------	-------------	-------------	-------------	-------------	--------------

SURPLUS (DEFICIT)	\$819,092	\$599,550	\$81,095	\$541,206	\$2,040,943
-------------------	-----------	-----------	----------	-----------	-------------

AVERAGE INCOME	\$1,028	\$1,024	\$951	\$956	\$990
AVERAGE EXPENSE	\$798	\$857	\$927	\$796	\$845
SURPLUS (DEFICIT)	\$230	\$167	\$24	\$160	\$145

TOTAL PARTICIPANTS	1,192	1,195	1,147	1,121	1,164
--------------------	-------	-------	-------	-------	-------

PLAN XX
FULL TIME
THIRD QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
ASSOCIATED ADMINISTRATORS ¹	\$471	44	\$33,366
GIANT ^{1,2}	\$471	253	189,752
FRESH & GREEN	\$471	1	1,413
LOCAL 27 STAFF TEMPS	\$471	0	0
LOCAL 400 STAFF TEMPS	\$471	0	0
SAFEWAY ^{1,2}	\$471	283	263,876
SAFEWAY DELAWARE ^{1,2}	\$471	14	11,775
TOTAL		595	\$500,182

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS \$280

PLAN XX
FULL TIME
THIRD QUARTER 2012

EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$7,629	\$4.27	514 PART
DENTAL FAMILY	\$34.90	\$23,208		222 PART
DENTAL INDIVIDUAL	\$16.95	14,848		292 PART
TOTAL DENTAL		\$38,056	\$21.32	
DRUG	\$.80/SCRIPT	\$92,379	\$51.75	1,917 SCRIPTS
HMO KAISER	\$333.12	\$43,972		44 PART
MEDICAL INDIVIDUAL		272,992		
MEDICAL FAMILY		330,818		
MEDICAL ADMINISTRATION	\$11.06	16,179		471 PART
TOTAL MEDICAL		\$663,961	\$371.97	
PSYCHE	\$2.59	\$3,660	\$2.05	471 PART
PSYCHE		\$8,271	\$4.63	
UTILIZATION MANAGEMENT	\$2.35	\$3,327	\$1.86	472 PART
DISEASE MANAGEMENT ¹	\$2.06	\$5,352	\$3.00	471 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$7,805	\$4.37	138 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$3,805	\$2.13	340 PART
LIFE AD&D	\$.175/ .018/1000	\$1,540	\$0.86	532 PART
A & S		\$43,842	\$24.56	
SUB TOTAL		\$879,627	\$492.77	

OPERATING EXPENSES

ADMINISTRATION	\$11.18	\$20,772	\$11.64	618 PART
MISCELLANEOUS		\$8,583	\$4.81	
SUB TOTAL		\$29,355	\$16.45	

TOTAL	\$908,982	\$509.22
-------	-----------	----------

¹RATE CHANGE EFFECTIVE JULY 2012

PLAN XX
FULL TIME
THIRD QUARTER 2012

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$682,147	\$216,720	\$500,182	\$0	\$1,399,049
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	961	2,564	1,487	0	5,012

TOTAL INCOME	\$683,108	\$219,284	\$501,669	\$0	\$1,404,061
--------------	-----------	-----------	-----------	-----	-------------

EXPENSES

MEDICAL	\$545,662	\$511,426	\$663,961	\$0	\$1,721,049
A & S	54,120	50,671	43,842	0	148,633
DENTAL	45,719	40,632	38,056	0	124,407
DRUG	123,285	80,893	92,379	0	296,557
PSYCHE	22,116	24,447	11,931	0	58,494
OPTICAL	9,063	8,103	7,629	0	24,795
LIFE & AD & D	1,858	1,634	1,540	0	5,032
UTILIZATION MANAGEMENT	4,284	3,753	3,327	0	11,364
DISEASE MANAGEMENT	8,205	7,227	5,352	0	20,784
P.P.O.	14,134	12,415	11,610	0	38,159
OPERATING EXPENSE	31,738	38,576	29,355	0	99,669

TOTAL EXPENSE	\$860,184	\$779,777	\$908,982	\$0	\$2,548,943
---------------	-----------	-----------	-----------	-----	-------------

SURPLUS (DEFICIT)	(\$177,076)	(\$560,493)	(\$407,313)	\$0	(\$1,144,882)
-------------------	-------------	-------------	-------------	-----	---------------

AVERAGE INCOME	\$343	\$118	\$281	\$0	\$247
AVERAGE EXPENSE	\$432	\$421	\$509	\$0	\$454
SURPLUS (DEFICIT)	(\$89)	(\$303)	(\$228)	\$0	(\$207)

TOTAL PARTICIPANTS	663	618	595	0	625
--------------------	-----	-----	-----	---	-----

PLAN XX
FULL TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$830,232	\$790,324	\$785,856	\$722,272	\$3,128,684
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	3,123	3,601	4,889	4,459	16,072

TOTAL INCOME	\$833,355	\$793,925	\$790,745	\$726,731	\$3,144,756
--------------	-----------	-----------	-----------	-----------	-------------

EXPENSES

MEDICAL	\$644,954	\$971,090	\$597,183	\$654,095	\$2,867,322
A & S	48,995	71,589	69,445	35,584	225,613
DENTAL	57,793	56,793	53,549	49,005	217,140
DRUG	141,995	107,132	137,241	64,953	451,321
PSYCHE	18,432	31,333	44,398	23,210	117,373
OPTICAL	11,865	11,528	10,919	9,895	44,207
LIFE & AD & D	2,883	1,801	2,218	2,022	8,924
UTILIZATION MANAGEMENT	5,495	5,428	5,047	4,598	20,568
DISEASE MANAGEMENT	9,638	9,376	11,410	8,598	39,022
P.P.O.	16,909	16,343	15,392	14,643	63,287
OPERATING EXPENSE	46,468	47,450	44,536	34,056	172,510

TOTAL EXPENSE	\$1,005,427	\$1,329,863	\$991,338	\$900,659	\$4,227,287
---------------	-------------	-------------	-----------	-----------	-------------

SURPLUS (DEFICIT)	(\$172,072)	(\$535,938)	(\$200,593)	(\$173,928)	(\$1,082,531)
-------------------	-------------	-------------	-------------	-------------	---------------

AVERAGE INCOME	\$313	\$314	\$346	\$345	\$330
AVERAGE EXPENSE	\$378	\$525	\$434	\$428	\$441
SURPLUS (DEFICIT)	(\$65)	(\$211)	(\$88)	(\$83)	(\$111)

TOTAL PARTICIPANTS	887	844	761	702	799
--------------------	-----	-----	-----	-----	-----

PLAN XX
PART TIME
THIRD QUARTER 2012

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
ASSOCIATED ADMINISTRATORS ¹	\$119	3	\$575
GIANT ^{1,2}	\$119	4,114	785,798
FRESH & GREEN	\$119	10	3,451
LOCAL 400 STAFF TEMPS ^{1,2}	\$119	1	238
SAFEWAY ^{1,2}	\$119	2,227	519,104
SAFEWAY DELAWARE ^{1,2}	\$119	78	18,207
TOTAL		6,433	\$1,327,373

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

AVG. MONTHLY CONTRIBUTIONS

\$69

PLAN XX
PART TIME
THIRD QUARTER 2012

EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$34,631	\$1.79	2,332 PART
DENTAL	\$16.95	\$118,430	\$6.14	2,329 PART
DRUG	\$.80/SCRIPT	\$234,786	\$12.17	4,483 SCRIPTS
HMO KAISER	\$77.69	\$24,861		107 PART
MEDICAL		1,305,205		
MEDICAL ADMINISTRATION	\$11.06	90,146		2,624 PART
TOTAL MEDICAL		\$1,420,212	\$73.59	
PSYCHE	\$2.59	\$20,745	\$1.07	2,670 PART
PSYCHE		\$58,080	\$3.01	
UTILIZATION MANAGEMENT	\$2.35	\$19,473	\$1.01	2,701 PART
DISEASE MANAGEMENT ¹	\$2.06	\$16,274	\$0.84	2,633 PART
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$30,491	\$1.58	539 PART
P.P.O. CAREFIRST NETWORK	\$3.73	\$24,174	\$1.25	2,160 PART
LIFE-AD&D	\$.175/.018/1000	\$4,089	\$0.21	2,824 PART
A & S		\$44,860	\$2.32	
SUB TOTAL		\$2,026,245	\$104.98	

OPERATING EXPENSES

ADMINISTRATION	\$11.18	\$227,345	\$11.78	6,757 PART
MISCELLANEOUS		\$92,797	\$4.81	
SUB TOTAL		\$320,142	\$16.59	

TOTAL

\$2,346,387 \$121.57

¹RATE CHANGE EFFECTIVE JULY 2012

PLAN XX PART TIME THIRD QUARTER 2012
--

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$2,047,932	\$673,227	\$1,327,373	\$0	\$4,048,532
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	6,769	7,434	7,162	0	21,365

TOTAL INCOME	\$2,054,701	\$680,661	\$1,334,535	\$0	\$4,069,897
--------------	-------------	-----------	-------------	-----	-------------

EXPENSES

MEDICAL	\$1,159,843	\$1,141,478	\$1,420,212	\$0	\$3,721,533
A & S	49,947	48,949	44,860	0	143,756
DENTAL	126,227	123,955	118,430	0	368,612
DRUG	290,796	179,355	234,786	0	704,937
PSYCHE	59,834	81,073	78,825	0	219,732
OPTICAL	36,783	36,110	34,631	0	107,524
LIFE & AD & D	4,293	4,225	4,089	0	12,607
UTILIZATION MANAGEMENT	22,390	19,960	19,473	0	61,823
DISEASE MANAGEMENT	21,432	21,344	16,274	0	59,050
P.P.O.	59,053	57,340	54,665	0	171,058
OPERATING EXPENSE	317,224	410,122	320,142	0	1,047,488

TOTAL EXPENSE	\$2,147,822	\$2,123,911	\$2,346,387	\$0	\$6,618,120
---------------	-------------	-------------	-------------	-----	-------------

SURPLUS (DEFICIT)	(\$93,121)	(\$1,443,250)	(\$1,011,852)	\$0	(\$2,548,223)
-------------------	------------	---------------	---------------	-----	---------------

AVERAGE INCOME	\$99	\$34	\$69	\$0	\$67
AVERAGE EXPENSE	\$104	\$105	\$122	\$0	\$110
SURPLUS (DEFICIT)	(\$5)	(\$71)	(\$53)	\$0	(\$43)

TOTAL PARTICIPANTS	6,894	6,756	6,433	0	6,694
--------------------	-------	-------	-------	---	-------

PLAN XX
PART TIME
2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$2,259,817	\$2,209,173	\$2,042,898	\$2,048,352	\$8,560,240
MISC. INCOME -LOA	0	0	0	0	0
-COBRA	4,490	4,209	6,283	9,330	24,312

TOTAL INCOME	\$2,264,307	\$2,213,382	\$2,049,181	\$2,057,682	\$8,584,552
--------------	-------------	-------------	-------------	-------------	-------------

EXPENSES

MEDICAL	\$952,371	\$1,883,128	\$1,585,064	\$1,070,647	\$5,491,210
A & S	38,801	64,720	60,312	62,886	226,719
DENTAL	121,508	126,726	124,141	122,413	494,788
DRUG	277,305	224,139	290,815	157,539	949,798
PSYCHE	107,773	97,999	86,286	51,138	343,196
OPTICAL	37,289	38,342	37,348	36,793	149,772
LIFE & AD & D	5,590	3,666	4,708	4,306	18,270
UTILIZATION MANAGEMENT	24,552	25,971	23,971	22,202	96,696
DISEASE MANAGEMENT	21,417	21,958	22,155	21,075	86,605
P.P.O.	59,887	62,369	61,255	57,565	241,076
OPERATING EXPENSE	366,964	401,849	390,561	314,275	1,473,649

TOTAL EXPENSE	\$2,013,457	\$2,950,867	\$2,686,616	\$1,920,839	\$9,571,779
---------------	-------------	-------------	-------------	-------------	-------------

SURPLUS (DEFICIT)	\$250,850	(\$737,485)	(\$637,435)	\$136,843	(\$987,227)
-------------------	-----------	-------------	-------------	-----------	-------------

AVERAGE INCOME	\$101	\$101	\$99	\$99	\$100
AVERAGE EXPENSE	\$90	\$135	\$130	\$93	\$112
SURPLUS (DEFICIT)	\$11	(\$34)	(\$31)	\$6	(\$12)

TOTAL PARTICIPANTS	7,460	7,292	6,877	6,898	7,132
--------------------	-------	-------	-------	-------	-------

COMBINED FUND THIRD QUARTER 2012
--

QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
EMPLOYER CONTRIBUTIONS	\$35,314,778	\$12,057,037	\$20,660,297	\$0	\$68,032,112
EMPLOYEE CONTRIBUTIONS	2,377,266	1,606,904	236,435	0	4,220,605
INTEREST & DIVIDENDS	285,315	315,563	305,868		906,746
MISCELLANEOUS ²	2,593	2,272	5,235		10,100

TOTAL INCOME	\$37,979,952	\$13,981,776	\$21,207,835	\$0	\$73,169,563
--------------	--------------	--------------	--------------	-----	--------------

EXPENSES

MEDICAL	\$16,922,034	\$17,144,377	\$21,145,373	\$0	\$55,211,784
RETIREEES	9,273,386	5,693,684	0	0	14,967,070
A & S	2,006,419	2,066,919	2,160,183	0	6,233,521
DENTAL	1,612,462	1,649,088	1,662,027	0	4,923,577
DRUG	6,288,186	4,546,899	5,979,339	0	16,814,424
PSYCHE	437,195	463,171	491,957	0	1,392,323
OPTICAL	226,918	224,589	222,389	0	673,896
LIFE & AD & D	56,937	56,600	55,804	0	169,341
UTILIZATION REVIEW	108,046	106,254	105,018	0	319,318
DISEASE MANAGEMENT	179,312	179,417	139,576	0	498,305
E.A.P.	22,243	22,115	22,135	0	66,493
P.P.O.	312,124	319,107	314,694	0	945,925
OPERATING EXPENSE	906,888	1,169,411	935,454	0	3,011,753

TOTAL EXPENSE	\$38,352,150	\$33,641,631	\$33,233,949	\$0	\$105,227,730
---------------	--------------	--------------	--------------	-----	---------------

SURPLUS (DEFICIT)	(\$372,198)	(\$19,659,855)	(\$12,026,114)	\$0	(\$32,058,167)
-------------------	-------------	----------------	----------------	-----	----------------

TOTAL PARTICIPANTS	19,392	19,469	18,952	0	19,271
--------------------	--------	--------	--------	---	--------

FUND RESERVE	\$77,687,906	\$70,103,810	\$46,341,810	
--------------	--------------	--------------	--------------	--

¹INCLUDES LITIGATION SETTLEMENT FOR 3rd QTR:

\$94 BEXTRA & CELEBREX
 3,519 HEALTHSOUTH CORP
 121 GLOBAL CROSSING
 500 UNITED AUTO GROUP
 1,000 UNIVERSAL HOSPITAL
 1 WORLDCOM INC
 \$5,235

COMBINED FUND 2011

QUARTERLY RECAPS

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
EMPLOYER CONTRIBUTIONS	\$39,904,389	\$38,314,044	\$36,826,653	\$36,056,016	\$151,101,102
EMPLOYEE CONTRIBUTIONS	2,632,064	2,617,306	2,316,558	2,397,960	9,963,888
INTEREST & DIVIDENDS	252,591	337,588	268,564	338,226	1,196,969
MISCELLANEOUS ¹	67,874	135,308	3,941	23,026	230,149

TOTAL INCOME	\$42,856,918	\$41,404,246	\$39,415,716	\$38,815,228	\$162,492,108
--------------	--------------	--------------	--------------	--------------	---------------

EXPENSES

MEDICAL	\$14,817,928	\$19,852,133	\$17,431,535	\$17,792,189	\$69,893,785
RETIREEES	11,823,905	11,210,028	10,193,294	8,108,533	41,335,760
A & S	1,825,095	1,982,076	2,086,315	1,876,882	7,770,368
DENTAL	1,676,391	1,672,342	1,601,999	1,575,115	6,525,847
DRUG	6,305,406	5,070,833	6,222,505	4,001,713	21,600,457
PSYCHE	606,331	529,044	527,541	359,609	2,022,525
OPTICAL	242,289	242,015	232,178	228,036	944,518
LIFE & AD & D	73,514	50,444	60,291	57,494	241,743
UTILIZATION REVIEW	118,678	120,757	113,073	108,361	460,869
DISEASE MANAGEMENT	179,305	179,299	179,348	179,350	717,302
E.A.P.	23,769	23,588	22,505	22,250	92,112
P.P.O.	336,398	339,292	323,833	311,899	1,311,422
OPERATING EXPENSE	1,062,626	1,149,634	1,124,261	906,869	4,243,390

TOTAL EXPENSE	\$39,091,635	\$42,421,485	\$40,118,678	\$35,528,300	\$157,160,098
---------------	--------------	--------------	--------------	--------------	---------------

SURPLUS (DEFICIT)	\$3,765,283	(\$1,017,239)	(\$702,962)	\$3,286,928	\$5,332,010
-------------------	-------------	---------------	-------------	-------------	-------------

TOTAL PARTICIPANTS	21,100	20,856	19,796	19,623	20,344
--------------------	--------	--------	--------	--------	--------

FUND RESERVE	\$79,636,461	\$77,788,528	\$74,867,066	\$78,245,006	
--------------	--------------	--------------	--------------	--------------	--

¹INCLUDES LITIGATION SETTLEMENT FOR 4th QTR:

\$2,796 INTECH
17,194 NWQ
3,036 SCHERING-PLOUGH
\$23,026

COMBINED FUND
THIRD QUARTER 2012

MISCELLANEOUS

ACTUARIAL & CONSULTING	23,449
BONDING AND INS	1,000
COMPUFACTS	6,110
CONFERENCE	1,585
HEALTH CARE REFORM	3,797
INVESTMENT MANAGEMENT	63,288
LEGAL	144,965
MEETING	653
POSTAGE	16,969
PRINTING	11,569

TOTAL

\$273,385

DELINQUENCIES

NONE

**COMBINED FUND
FELRA & UFCW HEALTH AND WELFARE FUND
INCLUDING LEGAL, SEVERANCE AND SCHOLARSHIP
THIRD QUARTER 2012**

QUARTERLY RECAPS

INCOME	1Q2012	2Q2012	3Q2012	4Q2012	Total
Health	\$37,979,952	\$13,981,776	\$21,207,835	\$0	\$73,169,563
Legal	1,190,952	1,205,489	1,176,946	0	3,573,387
Severance	153,029	5,333,313	178,360	0	5,664,702
Scholarship	3,219	7,729	3,862	0	14,810
Total Income	\$39,327,152	\$20,528,307	\$22,567,003	\$0	\$82,422,462

EXPENSES	1Q2012	2Q2012	3Q2012	4Q2012	Total
Health	\$38,352,150	\$33,641,631	\$33,233,949	\$0	\$105,227,730
Legal	1,158,453	1,164,490	1,147,401	0	3,470,344
Severance	4,842,692	1,811,458	1,903,295	0	8,557,445
Scholarship	9,120	17,048	29,640	0	55,808
Total Expenses	\$44,362,415	\$36,634,627	\$36,314,285	\$0	\$117,311,327

Surplus/(Deficit)	1Q2012	2Q2012	3Q2012	4Q2012	Total
Health	(\$372,198)	(\$19,659,855)	(\$12,026,114)	\$0	(\$32,058,167)
Legal	32,499	40,999	29,545	0	103,043
Severance	(4,689,663)	3,521,855	(1,724,935)	0	(2,892,743)
Scholarship	(5,901)	(9,319)	(25,778)	0	(40,998)
Total Surplus/(Deficit)	(\$5,035,263)	(\$16,106,320)	(\$13,747,282)	\$0	(\$34,888,865)

Fund Reserve	\$95,699,081	\$91,473,436	\$66,793,346	
---------------------	---------------------	---------------------	---------------------	--

**COMBINED FUND
FELRA & UFCW HEALTH AND WELFARE FUND
INCLUDING LEGAL, SEVERANCE AND SCHOLARSHIP
2011**

QUARTERLY RECAPS

INCOME	1Q2011	2Q2011	3Q2011	4Q2011	Total
Health	\$42,856,918	\$41,404,246	\$39,415,716	\$38,815,228	\$162,492,108
Legal	1,268,867	1,270,984	1,191,706	1,162,735	4,894,292
Severance	171,956	192,106	186,477	207,899	758,438
Scholarship	2,405	2,705	3,036	3,724	11,870
Total Income	\$44,300,146	\$42,870,041	\$40,796,935	\$40,189,586	\$168,156,708

EXPENSES	1Q2011	2Q2011	3Q2011	4Q2011	Total
Health	\$39,091,635	\$42,421,485	\$40,118,678	\$35,528,300	\$157,160,098
Legal	1,255,619	1,261,120	1,179,326	1,132,778	4,828,843
Severance	9,028,661	1,946,614	1,418,894	2,209,051	14,603,220
Scholarship	9,942	11,010	37,780	8,670	67,402
Total Expenses	\$49,385,857	\$45,640,229	\$42,754,678	\$38,878,799	\$176,659,563

Surplus/(Deficit)	1Q2011	2Q2011	3Q2011	4Q2011	Total
Health	\$3,765,283	(\$1,017,239)	(\$702,962)	\$3,286,928	\$5,332,010
Legal	13,248	9,864	12,380	29,957	65,449
Severance	(8,856,705)	(1,754,508)	(1,232,417)	(2,001,152)	(13,844,782)
Scholarship	(7,537)	(8,305)	(34,744)	(4,946)	(55,532)
Total Surplus/(Deficit)	(\$5,085,711)	(\$2,770,188)	(\$1,957,743)	\$1,310,787	(\$8,502,855)

Fund Reserve	\$107,745,844	\$104,459,278	\$97,852,845	\$100,160,931
---------------------	----------------------	----------------------	---------------------	----------------------

CONTRACT INFORMATION
THIRD QUARTER 2012

<u>COMPANY</u>	<u>PLAN</u>	<u>RATES</u>	<u>EFF. DATE</u>	<u>CONTRACT EXP.</u>
ASSOCIATED ADMINISTRATORS	X	762.00	07-01-13	10-29-13
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
G & G EDDIES	X	715.00	07-01-13	07-31-13
GIANT 27	I	2,510.00	07-01-13	10-31-13
	I	2,399.00	07-01-13	
	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
GIANT 400	I	2,510.00	07-01-13	10-31-13
	I	2,399.00	07-01-13	
	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
GIANT 400 PHARMACY	X	762.00	07-01-13	10-31-13
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
GIANT DELAWARE	X	762.00	07-01-13	10-31-13
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
GIANT LEXINGTON PARK 400	X	762.00	07-01-13	10-31-13
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
GIANT VALLEY 400	I	2,510.00	07-01-13	10-31-13
	I	2,399.00	07-01-13	
	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
SAFEWAY 27	I	2,510.00	07-01-13	10-31-13
	I	2,399.00	07-01-13	
	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	

CONTRACT INFORMATION
THIRD QUARTER 2012

<u>COMPANY</u>	<u>PLAN</u>	<u>RATES</u>	<u>EFF. DATE</u>	<u>CONTRACT EXP.</u>
SAFEWAY 400	I	2,510.00	07-01-13	10-31-13
	I	2,399.00	07-01-13	
	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
SAFEWAY CULPEPER	I	2,510.00	07-01-13	10-31-13
	I	2,399.00	07-01-13	
	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
SAFEWAY DELAWARE	X	762.00	07-01-13	10-31-13
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
SAFEWAY DOVER	X	762.00	07-01-13	10-31-13
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
STAFF 27	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
STAFF 400	X	762.00	07-01-13	
SUPERFRESH 27	I	2,510.00	07-01-13	10-31-13
	I	2,399.00	07-01-13	
	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	
SUPERFRESH 400	I	2,510.00	07-01-13	10-31-13
	I	2,399.00	07-01-13	
	X	762.00	07-01-13	
	X	430.00	07-01-13	
	X	903.00	07-01-13	
	XX	471.00	07-01-13	
	XX	119.00	07-01-13	

FELRA & UFCW
RETIREE HEALTH PLAN
THIRD QUARTER 2012

ADMINISTRATIVE MANAGER'S REPORT

FULL TIME
THIRD QUARTER 2012

INCOME

RETIREE COPAYMENTS	\$1,575,435
INTEREST AND DIVIDENDS	\$63,510
TRANSFER FROM ASSETS	\$5,301,618
TOTAL INCOME	\$6,940,563

EXPENSES

<u>BENEFIT</u>	<u>RATE</u>	<u>EXPENSE</u>	<u>AVG. COST</u>	<u>COMMENT</u>
OPTICAL	\$4.95	\$57,019	\$4.83	3,840 RET
DENTAL	\$28.53	\$328,894		3,843 RET
TOTAL DENTAL		\$328,894	\$27.85	
DRUG	\$.80/1.25/SCRIPT	\$1,799,247		31,049 SCRIPTS
DRUG CLAIMS		0		
DRUG FEES	\$0.21/CLAIM	3,110		
TOTAL DRUG		\$1,802,357	\$152.64	
HMO CIGNA		\$2,465,601		1,282 RET
HMO KAISER		1,229,804		1,444 RET
HMO WELL CARE CHOICE		107		1 RET
HOSPITAL		292,728		
SURGICAL		109,858		
DIAGNOSTIC		62,516		
MAJOR MEDICAL		428,637		
MEDICAL ADMINISTRATION	\$11.06	45,010		1,310 RET
TOTAL MEDICAL		\$4,634,261	\$392.47	
PSYCHE	\$2.59	\$18,469	\$1.56	2,377 RET
PSYCHE		\$26,609	\$2.25	
UTILIZATION MANAGEMENT	\$2.35	\$1,967	\$0.17	64 RET
DISEASE MANAGEMENT ¹	\$2.06	\$444	\$0.04	120 RET
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$2,116	\$0.18	37 RET
P.P.O. CAREFIRST NETWORK	\$3.73	\$52	\$0.00	5 RET
P.P.O. AA, LLC		\$72	\$0.01	
P.P.O. A & G		\$5,371	\$0.45	
ADMINISTRATION	\$5.33	\$62,932	\$5.33	3,936 RET
TOTAL EXPENSES		\$6,940,563	\$587.78	

RETIREES 3,936
AVERAGE COST PER RETIREE \$587.78

¹RATE CHANGE EFFECTIVE JULY 2012

PART TIME
THIRD QUARTER 2012

INCOME

RETIREE COPAYMENTS	\$342,921
INTEREST AND DIVIDENDS	\$13,828
TRANSFER FROM ASSETS	\$677,496
TOTAL INCOME	\$1,034,245

EXPENSES

BENEFIT	RATE	EXPENSE	AVG. COST	COMMENT
OPTICAL	\$4.95	\$12,791	\$4.98	861 RET
DENTAL	\$28.53	\$73,864	\$28.73	863 RET
DRUG	\$.80/1.25/SCRIPT	\$265,216		4,171 SCRIPTS
DRUG CLAIMS		\$0		
DRUG FEES	\$0.21/CLAIM	453		
DRUG		\$265,669	\$103.33	
HMO CIGNA		\$299,672		238 RET
HMO KAISER		269,841		410 RET
WELL CARE CHOICE		107		1 RET
HOSPITAL		49,533		
SURGICAL		15,425		
DIAGNOSTIC		8,154		
MAJOR MEDICAL		10,528		
MEDICAL ADMINISTRATION	\$11.06	8,393		244 RET
TOTAL MEDICAL		\$661,653	\$257.35	
PSYCHE	\$2.59	\$3,667	\$1.43	472 RET
PSYCHE		\$987	\$0.38	
UTILIZATION MANAGEMENT	\$2.35	\$239	\$0.09	8 RET
DISEASE MANAGEMENT ¹	\$2.06	\$75	\$0.03	28 RET
P.P.O. CAREFIRST FLEXLINK	\$18.85	\$404	\$0.16	7 RET
P.P.O. CAREFIRST NETWORK	\$3.73	\$15	\$0.01	1 RET
P.P.O. AA, LLC		\$16	\$0.01	
P.P.O. A & G		\$1,167	\$0.45	
ADMINISTRATION	\$5.33	\$13,698	\$5.33	857 RET

TOTAL EXPENSES	\$1,034,245	\$402.27
----------------	--------------------	-----------------

RETIREES 857
AVERAGE COST PER RETIREE \$402.27

¹RATE CHANGE EFFECTIVE JULY 2012

2012
QUARTERLY RECAPS

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
RETIREE COPAYMENTS		\$673,150	\$1,918,356	\$0	\$2,591,506
INTEREST & DIVIDENDS		22,213	77,338	0	99,551
TRANSFER FROM ASSETS		1,813,234	5,979,114	0	7,792,348

TOTAL INCOME	\$0	\$2,508,597	\$7,974,808	\$0	\$10,483,405
--------------	-----	-------------	-------------	-----	--------------

EXPENSES

MEDICAL		\$1,924,266	\$5,295,914	\$0	\$7,220,180
DENTAL		134,006	402,758	0	536,764
DRUG		378,329	2,068,026	0	2,446,355
PSYCHE		18,102	49,732	0	67,834
OPTICAL		23,245	69,810	0	93,055
UTILIZATION MANAGEMENT		1,111	2,206	0	3,317
DISEASE MANAGEMENT		226	519	0	745
P.P.O.		3,803	9,213	0	13,016
ADMINISTRATION		25,509	76,630	0	102,139

TOTAL EXPENSES	\$0	\$2,508,597	\$7,974,808	\$0	\$10,483,405
----------------	-----	-------------	-------------	-----	--------------

TOTAL PARTICIPANTS	0	4,786	4,793	0	4,790
--------------------	---	-------	-------	---	-------

¹ INCLUDES INCOME AND EXPENSES FOR JUNE 2012 ONLY

INVOICES

FELRA & UFCW
HEALTH AND WELFARE FUND
INVOICES

DECEMBER 20, 2012

1. **A & R Associates**

11/24/12	Renewal of Fidelity Bond through Chubb for the period 01/01/11 – 01/01/14	\$	1,000.00
----------	---	----	----------

2. **Associated Administrators, LLC**

07/18/12	Meeting Expenses – Regular Meeting	\$	321.35
----------	------------------------------------	----	--------

3. **Bank of New York Mellon**

08/03/12	Investment Management Fee – 2Q12	\$	1,966.43
11/08/12	Investment Management Fee – 3Q12		2,114.50

4. **Cadence Capital Management**

07/12/12	Investment Management Fee – 2Q12	\$	5,306.00
10/12/12	Investment Management Fee – 3Q12		2,564.00

5. **Cheiron**

07/17/12	Retainer Services – 06/12	\$	6,000.00
08/10/12	Retainer Services – 07/12		6,000.00
10/25/12	Retainer Services – 08/12 & 09/12		12,000.00
11/15/12	Retainer Services – 10/12		6,000.00

6. **Fountain Capital Management, LLC**

07/23/12	Investment Management Fee – 2Q12	\$	10,971.00
10/12/12	Investment Management Fee – 3Q12		11,308.00

7. **Intech (Janus Capital Group)**

07/19/12	Investment Management Fee – Advisory Fee – 06/12	\$	1,291.61
08/19/12	Investment Management Fee – Advisory Fee – 07/12		1,284.00
09/23/12	Investment Management Fee – Advisory Fee – 08/12		1,006.79
10/23/12	Investment Management Fee – Advisory Fee – 09/12		709.61
11/23/12	Investment Management Fee – Advisory Fee – 10/12		621.82

8. **International Foundation of Employee Benefit Plans**

08/20/12	J. Chorpenning - Registration Fee – 58 th Annual Conference in San Diego, Ca. - 11-11-12 – 11-14-12	\$	1,585.00
09/27/12	2013 Membership Renewal	\$	1,080.00

9. **Marco Consulting Group, Inc.**

06/29/12	2Q12 Proxy Voting Report	\$	337.50
09/28/12	3Q12 Proxy Voting Report		337.50

10. **Mercer Health and Benefits, LLC**

07/13/12	Consulting Services – 06/12	\$	4,531.00
08/15/12	Consulting Services – 07/12		6,580.00
09/18/12	Consulting Services – 08/12		1,088.00
10/16/12	Consulting Services – 09/12		363.00
11/09/12	Consulting Services – 10/12		138.00

11. **Morgan, Lewis & Bockius, L.L.P.**

06/11/12	Professional Services Rendered – 01/12	\$	3,286.00
07/11/12	Professional Services Rendered – 02/12		744.00
07/11/12	Professional Service Rendered – 03/12 & 04/12		23,684.00
06/26/12	Professional Services Rendered – 05/12		9,176.00
07/25/12	Professional Services Rendered – 06/12		11,657.34
08/28/12	Professional Services Rendered – 07/12		19,066.00
09/25/12	Professional Services Rendered – 08/12		3,534.00

12. **NEPC**

09/17/12	Consulting Fee – 3Q12	\$	8,750.00
----------	-----------------------	----	----------

13. **NWQ**

06/30/12	Investment Management Fee – 2Q12	\$	4,867.54
11/20/12	Investment Management Fee – 3Q12		2,557.82

14. **Salter & Company, LLC**

10/22/12	For services rendered in connection with the 12/31/11 annual audit, Form 5500 – EFast 2, 990	\$ 63,825.25
----------	---	--------------

15. **Segall, Bryant & Hamill**

07/19/12	Investment Management Fee – 2Q12 – Acct. B1F9853	\$ 7,235.40
07/19/12	Investment Management Fee – 2Q12 – Acct. B1F9853T	233.50
10/15/12	Investment Management Fee – 3Q 12 – Acct. B1F9853T	196.78
10/15/12	Investment Management Fee – 3Q12 – Acct: B1F9853	5,757.84

16. **Slevin & Hart P.C.**

07/23/12	Professional Services rendered through 06/12	\$ 25,994.35
08/16/12	Professional Services rendered through 07/12	48,354.74
09/19/12	Professional Services rendered through 08/12	18,219.84
10/04/12	Subrogation Services rendered through 06/12	41,255.54
10/18/12	Professional Services rendered through 09/12	17,935.30
11/13/12	Subrogation Services rendered through 10/12	7,081.10
11/21/12	Professional Services rendered through 10/12	24,579.37

17. **UFCW Local 27**

08/20/12	E. Masten – Reimbursement of meeting expenses incurred for attendance at the 07/18/12 BOT meeting	\$ 208.47
----------	--	-----------

18. **Westwood Holdings**

07/13/12	Investment Management Fee – 2Q12	\$ 7,882.12
10/12/12	Investment Management Fee – 3Q12	6,207.97

19. **Windhaven**

08/06/12	Investment Management Fee – 2Q12	\$ 12,583.00
11/15/12	Investment Management Fee – 3Q12	9,498.08

FELRA & UFCW
HEALTH AND WELFARE FUND – RETIREE PLAN
INVOICES

DECEMBER 20, 2012

1. **A & R Associates**

07/26/12	Fidelity Bond through Chubb for the period 06/01/12 – 06/01/12	\$	1,000.00
----------	--	----	----------

2. **Slevin & Hart P.C.**

08/16/12	Professional Services rendered through 07/12	\$	2,718.12
09/19/12	Professional Services rendered through 08/12		3,211.50
11/21/12	Professional Services rendered through 10/12		1,244.00

FELRA & UFCW Active Health Plan
A Plan of the Food Employers Labor Relations Association
and United Food and Commercial Workers
Health and Welfare Fund

911 Ridgebrook Road
Sparks, Maryland 21152-9451
Telephone: (410) 683-6500
(800) 638-2972
www.associated-admin.com

4301 Garden City Drive, Suite 201
Landover, Maryland 20785-6102
Telephone: (301) 459-3020
(800) 638-2972
www.associated-admin.com

October 2012

To: Board of Trustees
FELRA and UFCW Health and Welfare Fund

From: Bill Jensen

Subj: PPACA/Compliance Invoice for Second Quarter 2012

Gentlemen:

Attached is Associated's invoice for PPACA related work for the Second Quarter 2012. The total is \$173.00. Our contract with the Fund specifies hourly rates to be charged for PPACA related work, at the same rates as is permitted for compliance related work. In addition to the executive summary of charges attached, we have full backup of materials related to our staff's hourly charges available for review if desired. We ask your review and approval of this invoice.

Please feel free to contact me with questions.

PPACA Charges		FELRA
General for all clients		\$ -0-
Specific to FELRA Fund		\$ 173
Totals		\$ 173

FELRA & UFCW Active Health Plan
A Plan of the Food Employers Labor Relations Association
and United Food and Commercial Workers
Health and Welfare Fund

911 Ridgebrook Road
Sparks, Maryland 21152-9451
Telephone: (410) 683-6500
(800) 638-2972
www.associated-admin.com

4301 Garden City Drive, Suite 201
Landover, Maryland 20785-6102
Telephone: (301) 459-3020
(800) 638-2972
www.associated-admin.com

December 20, 2012

To: Board of Trustees
FELRA and UFCW Health and Welfare Fund

From: Bill Jensen

Subj: PPACA/Compliance Invoice for Third Quarter 2012

Gentlemen:

Attached is Associated's invoice for PPACA related work for the Third Quarter 2012. The total is \$907.00. Our contract with the Fund specifies hourly rates to be charged for PPACA related work, at the same rates as is permitted for compliance related work. In addition to the executive summary of charges attached, we have full backup of materials related to our staff's hourly charges available for review if desired. We ask your review and approval of this invoice.

Please feel free to contact me with questions.

PPACA Charges	FELRA
General for all clients	\$ 809
Specific to FELRA Fund	\$ 98
Totals	\$ 907

CONSULTANT'S REPORT

Bill Jensen

From: Bill Jensen
Sent: Wednesday, August 01, 2012 3:52 PM
To: 'Jason Paradis'; tmcnutt@local400.org
Cc: 'Ira Kress'; 'Frank Stegman'; 'Eric Masten'; 'mboyle@local400.org'; 'jchorpenning@ufcw27.org'; 'Burton, Harry W.'; 'BSS@slevinhart.com'; Sarah E. Sanchez (ses@slevinhart.com); SMG@slevinhart.com; Laura Walsh; Ryk Tierney; Colleen Murphy; 'George Murphy'; 'Irene DiBattista'; 'Lisa Aurich'; Linda Gatewood
Subject: FW: FELRA Fund Single Year Extension
Attachments: ESI Extension Final Report July 30 2012.pdf

Dear Chairman and Secretary:

Attached is the report from Nancy Eid at Mercer regarding the negotiations on a one year extension of the ESI/Medco agreement. As noted, she was able to improve the contract terms, to save approximately \$2.1 million.

As part of the proposal, Walgreens would be excluded from the FELRA network of pharmacies. Even though Walgreens and ESI recently reached an agreement to allow Walgreens as a participating pharmacy in the ESI networks, excluding them from the FELRA network contributed to the overall savings. The disruption study produced by ESI/Medco indicated that at the worst case scenario, 2 participants using a Walgreens would need to travel an additional 8 miles in order to reach a network pharmacy. Most of the other users would need to travel 5 miles or less.

Please advise if you agree to the new contract extension, as negotiated by Ms. Eid.

Should you have any questions, I would be glad to coordinate a call with her to review the details.

Thank you.
Bill

From: Eid, Nancy [<mailto:Nancy.Eid@mercercor.com>]
Sent: Monday, July 30, 2012 2:05 PM
To: Bill Jensen
Cc: Opp, Anne
Subject: FELRA Fund Single Year Extension

Hello Bill –

Mercer has completed its negotiations with ESI on behalf of the FELRA Fund for a single year extension to the contract; our report of savings and other value added changes, negotiated on behalf of the Fund, are cited in the report.

In summary, the single year extension is anticipated to yield 2013 savings estimated at approximately \$2.1M or approximately 5.5% of 2013 total gross costs, for the Fund. Savings will accrue to the Fund and its participants through negotiated pricing terms that include:

- Improved point of sale discounts for specialty medications
- Improved discounts and dispensing fees for brand and generic medications dispensed within the Preferred Pharmacy network; the most significant savings will be achieved through continued consumer selection of best value medications such as generics and lower cost brands that provide the same clinical value as higher cost brands.

Should the Board of Trustees, Co-Counsel and/or Associated Administrators have any questions or concerns about Mercer's report or the status of negotiations with ESI, please let me know. I'm happy to set up a conference call or make other arrangements to discuss the results with interested parties.

Thank you for this opportunity to work with Associated and the FELRA Fund, Bill. Let me know what additional support or actions are needed to conclude the discussions with ESI and memorialize the terms in anticipation of a January 1, 2013 start date.

Best Regards,

Nancy

-

This e-mail and any attachments may be confidential, proprietary or legally privileged. Any review, use, disclosure, distribution or copying of this e-mail is prohibited except by or on behalf of the intended recipient. If you received this message in error or are not the intended recipient, please delete or destroy the e-mail message and any attachments or copies and notify the sender of the erroneous delivery by return e-mail. To the extent that this message or its attachments were sent without encryption, we can not guarantee that the contents have not been changed or tampered with. Any advice expressed in this message is being delivered to you solely for your use in connection with the matters addressed herein and may not be used for any other purpose without our prior written consent.

The information contained in this document (including any attachments) is not intended by Mercer to be used, and it cannot be used, for the purpose of avoiding penalties under the Internal Revenue Code that may be imposed on the taxpayer.

OTHER FUND BUSINESS

**Food Employers Labor Relations Association
and United Food and Commercial Workers
Health and Welfare Fund**

911 Ridgebrook Road
Sparks, Maryland 21152-9451
Telephone: (410) 683-6500
(800) 638-2972
www.associated-admin.com

4301 Garden City Drive, Suite 201
Landover, Maryland 20785-6102
Telephone: (301) 459-3020
(800) 638-2972
www.associated-admin.com

**Summary of Material Modifications
EIN: 52-1036978**

Dear FELRA & UFCW Health & Welfare Participant:

The Board of Trustees is pleased to announce that Gardisil, the vaccine for the HPV virus given to adolescent girls has been approved for coverage.

For Virginia Participants

Effective for Gardisil injections given XX/XX/X and after, you may either receive the shot at a Giant or Safeway pharmacy at no cost to you using your Medco ID pharmacy card, or you may have the injection given to your daughter at the doctor's office. If the vaccine is administered at the doctor's office, the injection will be covered in full with no deductible, up to the Usual, Customary, and Reasonable (UCR) charge, while the office visit charge (if there is one) will be covered under your medical coverage at 80% for Plan I and X participants and at 75% for Plan XX participants, after satisfying the deductible.

For Maryland and DC Participants

For Maryland and DC, this injection cannot be administered at the pharmacy; therefore, it will be covered at your doctor's office. The injection itself will be covered at 100% up to the UCR and the office visit charge (if there is one) will be covered under your medical benefit at 80% for Plans I and X and at 75% for Plan XX, after satisfying your deductible.

You also have the choice of picking up the vaccine at the pharmacy at no charge, and bringing it back to the physician's office for administration. If you do that, the office visit charge will be paid under medical, as described above.

Please contact the Fund office with any questions.

Sincerely,

Fund Office



1501 S. Clinton Street
7th Floor
Baltimore, MD 21224
410-528-2222
Fax 410-528-2201

LANDOVER

NOV 26 2012

November 19, 2012

Associated Administrators
Attn: Bill Jensen
4301 Garden City Drive, Suite 201
Landover, MD 20785

RE: Three Rivers Provider Network (TRPN)

Dear Bill:

As you know based on our prior conversations, NCAS is unable to continue to pass out-of-network claims to TRPN for tertiary re-pricing on behalf of Associated Administrators.

Effective December 1, 2012, NCAS will furnish Associated Administrators re-pricing information for participating CareFirst BCBS network providers only. To ensure continued availability of discounts for out-of-network claims, it is necessary for Associated Administrators to establish a direct contractual and claims routing relationship with a network of its choosing (e.g. TRPN, HRGI, MultiPlan, etc.).

NCAS recommends that Associated Administrators consider HRGI as a potential solution for out-of-network claims. Historical review of the overall NCAS block of business has revealed that HRGI provides greater access and cost savings in comparison to TRPN alone. More specifically, NCAS has consistently experienced cost savings of greater than 30% with HRGI whereas prior TRPN savings yielded 15%. HRGI leverages multiple subordinate networks and also provides claims negotiation services as part of their core offerings. Moreover, use of HRGI does not diminish or remove accessibility to TRPN providers since TRPN is a sub-network of HRGI.

Again, our recommendation is for Associated Administrators to immediately enter into a direct contractual relationship with HRGI or any other vendor of its choosing to ensure uninterrupted services and continued savings for out-of-network claims.

Please know that we will assist and support Associated Administrators in any way possible to provide for a smooth and seamless transition.

Best regards,

Keith N. Rambo, RHU®, REBC®
Vice President, Operations

CC: Jim Dunham; Joe Pedone; Steve Krasnoff; Terry Valliant; Doug Fletcher



TO: Members of the Board of Trustees of the FELRA Health and Welfare Fund

FROM: Joe Pedone, CareFirst BlueCross BlueShield
Steve Krasnoff, CareFirst BlueCross BlueShield

RE: CareFirst Rate Increase Request- 2011 and 2012

DATE: December 5, 2012

Following CareFirst BlueCross BlueShield's memo dated September 2, 2011 and subsequent presentation to FELRA's Board of Trustees on September 8, 2011, we respectfully ask that the FELRA Board proceed with a motion to approve the 2011 and 2012 Network Lease and FlexLink rates that were disclosed in the aforementioned correspondence. The rates published in the memo were as follows:

	Network Lease	Increase Over Previous Year's Network Lease Rate	FlexLink	Increase Over Previous Year's FlexLink Rate
11/1/2011 – 10/31/2012	\$3.80 pcpm	+2%	\$19.23 pcpm	+2%
11/1/2012 – 10/31/2013	\$3.88 pcpm	+2%	\$19.61 pcpm	+2%

*Note: The acronym "pcpm" stands for "per contract per month".

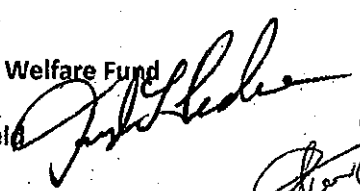
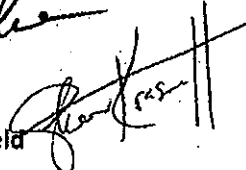
For the period between 11/1/2011 – 10/31/2012, the pcpm rate that was remitted to CareFirst for Network Lease was \$3.73 (or \$.07 pcpm short of CareFirst's requested rate), and the pcpm rate remitted for FlexLink was \$18.85 (or \$.38 pcpm short of our requested rate).

Based on an average monthly eligible count of 11,255.5 in the CareFirst Network Lease solution in the 2011 – 2012 contract year, CareFirst is requesting an additional \$9,454.62 in Network Lease fees to bring FELRA current through October 31, 2012. With an average monthly eligible count of 3,147.33 in the CareFirst FlexLink solution for the same period of time, CareFirst is requesting an additional \$14,351.84 in FlexLink fees to bring FELRA current through October 31, 2012.

Once again, we thank you for your business, and wish to express our sincerest appreciation to serve FELRA's members for the past four years. We look forward to continuing our partnership with the Fund for a long time to come.



TO: Members of The Board of Trustees of the FELRA Health and Welfare Fund

FROM: Joe Pedone- AVP Labor Affairs, CareFirst BlueCross BlueShield 
Steve Krasnoff- Labor Relations Account Consultant, CareFirst BlueCross BlueShield 

RE: 5-Year Network Lease and FlexLink Renewal Rates (November 1, 2011 – October 31, 2016)

DATE: September 2, 2011

CareFirst BlueCross BlueShield would like to thank the FELRA Board of Trustees and its members for the opportunity to provide its services over the past three years. During this time, the joint efforts between the FELRA Board, Associated Administrators, and CareFirst have produced the following results:

- (1) Cost savings to the Fund in excess of \$183 million from November 1, 2008 – June 30, 2011
- (2) Broad access to the BlueCross BlueShield credentialed PPO network of hospitals, physicians, and labs
- (3) Efficient integration of system and adjudication processes with Associated Administrators via implementation and daily operations
- (4) Lower appeals volumes and greater member satisfaction

CareFirst is requesting that the FELRA Board consider extending its partnership with CareFirst into the future by renewing its contract an additional five years. Please find below a five year proposal which outlines a new rate structure for Network Lease and FlexLink fees from 11/1/2011 through 10/31/2016:



Current Rate

	Network Lease	Increase over Previous Year's Network Lease Rate	FlexLink	Increase over Previous Year's FlexLink Rate
11/1/2010 – 10/31/2011	\$3.73 pcpm	N/A	\$18.85 pcpm	N/A

Proposed Renewal Rates

	Network Lease	Increase over Previous Year's Network Lease Rate	FlexLink	Increase over Previous Year's FlexLink Rate
11/1/2011 – 10/31/2012	\$3.80 pcpm	+ 2%	\$19.23 pcpm	+ 2%
11/1/2012 – 10/31/2013	\$3.88 pcpm	+ 2%	\$19.61 pcpm	+ 2%
11/1/2013 – 10/31/2014	\$4.00 pcpm	+ 3%	\$20.20 pcpm	+ 3%
11/1/2014 – 10/31/2015	\$4.12 pcpm	+ 3%	\$20.81 pcpm	+ 3%
11/1/2015 – 10/31/2016	\$4.24 pcpm	+ 3%	\$21.43 pcpm	+ 3%

(Note: pcpm is an abbreviation for "per contract per month")

This new rate structure, which only impacts the administrative service fees paid to CareFirst, represents small increases to our Network Lease and FlexLink fees. These increases are consistent with the increases to all of CareFirst's ASO groups. Should you have any questions about the proposed renewal rates, feel free to reach out to Joe Pedone at (410) 998-6916 or to Steve Krasnoff at (410) 998-7167. CareFirst wishes to thank you again for your business, and we look forward to continuing our partnership with FELRA and its members for many years.

**Food Employers Labor Relations Association
and United Food and Commercial Workers
Health and Welfare Fund**

911 Ridgebrook Road
Sparks, Maryland 21152-9451
Telephone: (410) 683-6500
(800) 638-2972
www.associated-admin.com

4301 Garden City Drive, Suite 201
Landover, Maryland 20785-6102
Telephone: (301) 459-3020
(800) 638-2972
www.associated-admin.com

December 20, 2012

Board of Trustees of the
FELRA and UFCW Health and Welfare Fund

Re: Medicare Deductible and Co-insurance Rates -2013

Ladies and Gentlemen:

The Centers for Medicare and Medicaid Services (CMS) published the changes to the Medicare Part A and B premiums, deductibles and co-insurance for 2013.

	<u>2012</u>	<u>2013</u>
Medicare Part B Deductible:	\$ 140.00	\$ 147.00
First-Day Part A Hospital Deductible:	\$1,156.00	\$1,184.00
Daily Part A Coinsurance for the 61 st Through 90 th Day of a Hospital Stay:	\$ 289.00	\$ 296.00
Daily Part A Coinsurance for Hospital Stays Longer than 90 Days	\$ 578.00	\$ 592.00
Daily Part A Coinsurance for the 21 st Through 100 th day in Skilled Nursing Facility	\$ 144.50	\$ 148.00

Please advise if we may process in accordance with the above listed rates.

Sincerely,



William R. Jensen
President
ASSOCIATED ADMINISTRATORS, LLC

WRJ:lmg



KAISER PERMANENTE®

Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc.

October 8, 2012

Bill Jenson
FELRA
4301 Garden City Dr.
Ste. 201
Landover, MD 20785

SUBJECT: Kaiser Permanente Medicare Plus 2013 Contract Renewal

Dear Mr. Jenson:

Thank you for the opportunity to continue providing your Medicare-eligible retirees with quality health care services in 2012. Because committed organizations like yours continue to offer coverage for your Medicare eligible retirees, membership in Kaiser Permanente Medicare Plus has grown to more than 48,000* Medicare beneficiaries within our Mid-Atlantic States region, which includes the District of Columbia, Northern Virginia and the Maryland suburbs of Baltimore and D.C.

Your partner in health

NCQA measures health plan and health system performance in over 55 measures of quality and service for about 80% of the nation's estimated 1,000 health plans. Kaiser Permanente and Kaiser Permanente Medicare Plus are leading the country in NCQA test scores, rating number 15 in an evaluation of over 500 health plans nationally. Kaiser Permanente Medicare Plus has 4.5 Stars in the 2012 Medicare quality ratings. These indicators of quality health care are also backed by a great service team, winning the J.D. Power award for highest in member satisfaction with health plans in the Virginia-Maryland-Washington, D.C. region for a fourth consecutive year. Your organization can be proud of its commitment to retirees, just as we are proud of our commitment to providing the best to your retirees, not only in care, but in value.

Your 2013 Medicare Plus Renewal

Your Kaiser Permanente Medicare Plus health benefit plan is scheduled to renew on January 1, 2013, for the period through December 31, 2013. Your contract will automatically renew with your current benefit design and 2013 rates as approved by the state regulators and attached herein, unless you request a change in writing through your Kaiser Permanente Account Manager or our Medicare Sales department.

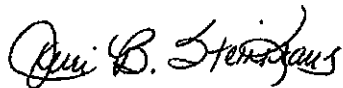
Your renewal rates and the associated Summary of Benefits for the new contract period are enclosed. **Please review the materials and indicate your agreement with the 2013 Benefits and Rates by checking the attached approval sheet. You may also indicate a change is desired to your plan on this sheet. Please return this sheet at your earliest convenience in the postage paid envelope provided, but no later than December 1, 2012. This will enable the Medicare team to begin the renewal process as soon as possible and assure that we are providing the exact benefits desired by your program. If you prefer, you may call the Group Medicare Sales team directly at (301) 816-5690 for Francesca Conner or (301) 321-5172 for Jen Marbach.**

Looking forward to 2013

In the following two pages, you will find the language changes in the Kaiser Permanente Medicare Plus Annual Notice of Change and Evidence of Coverage documents that were sent to all Medicare Plus members by October 1, 2012:

If you have any questions or need to discuss changes to the benefits offered, please contact your Kaiser Permanente Medicare Consultant or you may contact me at (301) 816-6336.

Sincerely,



Jerri B. Steinkraus
Director of Medicare Sales
Kaiser Permanente of the Mid-Atlantic States

Enclosures:

Benefits Package Approval Sheet
Postage paid Business Reply Envelope
2013 Rate and Product Overview with Summary
2013 Rate Calculation Sheet

On January 1, 2013, the following changes to Medicare coverage will go into effect for all Medicare Plus members. Some of these amounts and measurements are invisible to members of your group sponsored coverage that are richer than the standard Medicare coverage.

2013 Part D Global Thresholds

Initial Coverage Limit (ICL): changes from \$2,930 to \$2,970 (affects all Direct Pay Part D Plan designs)

Catastrophic Limit: (TrOOP): changes from \$4,700 to \$4,750; TDS changes from \$6,657.50 to \$6,733.75 for non-applicable beneficiaries and from \$6,730.39 to **\$6,954.52** for applicable beneficiaries

2013 Part D Global Low Income Cost-sharing Subsidy (30-day supply) affecting all Part D Plan Designs

- LICS 1: Pre-TrOOP copays change from \$2.60 to \$2.65 Pref & Non-Pref Generic; from \$6.50 to \$6.60 Pref & Non-Pref Brand; after TrOOP \$0 Copay
- LICS 2: Pre-TrOOP copays from \$1.10 to \$1.15 for Pref & Non-Pref Generic; and from \$3.30 to \$3.50 for Pref & Non-Pref Brand after TrOOP \$0 Copay
- LICS 3: Pre & Post-TrOOP copays \$0 Pref & Non-Pref Generic; \$0 Pref & Non-Pref Brand after TrOOP \$0 Copay
- LICS 4: Pre-TrOOP cost-shares 15% Pref & Non-Pref Generic; 15% Pref & Non-Pref Brand after TrOOP copays from \$2.60 to \$2.65 Pref & Non-Pref Generic from \$6.50 to \$6.60 Pref & Non-Pref Brand

2013 Part D Global Coverage Gap Discount for Non-LIS and Non-RDS members:

- Preferred & Non-Preferred Generic: changes from 14% discount to 21% discount (i.e. member pays no more than 79% of plan's cost in 2013 – was 86% in 2012)
- Preferred & Non-Preferred Brand changes from 50% discount received to 52.5% discount but in addition, member pays dispensing fee (i.e. member pays no more than 47.5% plus dispense fee)
- Low income members do not have a coverage gap and the above discounts are not applicable to them.
-

2013 Retiree Drug Subsidy

- Cost threshold changes from \$320 to \$325
- Cost limit changes from \$6,500 to \$6,600

On January 1, 2013, the following changes to Medicare coverage will go into effect for all Medicare Plus members within their applicable benefits package:

Benefit	PBP 801 Employer Group w/ Part D	PBP 805 Employer Group w/ Part D	PBP 999 (Grp 017 & 030) EGHP
Annual Physical Exam*	\$0	\$0	\$0
Part B Drugs for Peritoneal Dialysis	\$0	\$0	\$0
Part B Oral Chemotherapy Drugs (all jurisdictions) affects all Plan designs except Plan K	\$0	\$0	\$0
Part D Covered Drugs Definition • Barbiturates • Benzodiazepines	Part D Drug definition now includes: •Barbiturates when used for medical indications of epilepsy, cancer, or chronic mental health disorder, and •Benzodiazepines	Part D Drug definition now includes: •Barbiturates when used for medical indications of epilepsy, cancer, or chronic mental health disorder, and •Benzodiazepines	N/A
Preventive Dental	Certain preventive care dental services will now be covered twice per contract year. This will impact services such as: • Prophylaxis (Routine cleanings) • Oral examination • Topical fluoride applications • Dental X-rays	Certain preventive care dental services will now be covered twice per contract year. This will impact services such as: • Prophylaxis (Routine cleanings) • Oral examination • Topical fluoride applications • Dental X-rays	Certain preventive care dental services will now be covered twice per contract year. This will impact services such as: • Prophylaxis (Routine cleanings) • Oral examination • Topical fluoride applications • Dental X-rays

* Non-preventive issues and services managed during a scheduled preventive visit or service may result in additional charges for those non-preventive issues or services.

2013 Medicare Cost Renewal Kaiser Permanente Medicare Plus*

*an HMO with a Section 1876 Medicare Cost contract
and Part D Prescription Drug benefits

Food Employees Labor Relations Association (FELRA)

Group Number: 1976-41

Effective Date: January 1, 2013 through December 31, 2013

<u>Premium Rate</u>	<u>Medicare Plus Plan A with Medicare Part D</u>
For each CMS accreted Medicare Beneficiary	\$ 208.55 monthly
Hearing Aid Rider	\$ N/A monthly
CAM Rider	\$ N/A monthly
APP	\$ N/A monthly
Total Premium Per Enrollee	\$ 208.55 monthly

- Each subscriber must continue to pay Part B premium. Failure to maintain Part B will result in termination of Medicare HMO by the Centers for Medicare and Medicaid Services (CMS).
- This plan is open to persons with Medicare Part A and Part B, regardless of age. Medicare Plus is also available to persons with Medicare Part B only. Please consult your Account Manager for administration of the Medicare Plus Part B only rate.
- A member can select a Primary Care Physician (PCP) from a Kaiser Permanente Medical Center or affiliated participating Medicare Plus provider from the Medicare Plus Directory (the Kaiser Permanente Signature network).
- This product does **not** contain a "Lock – in provision". Care coordinated by the PCP or Kaiser Permanente of the Mid-Atlantic States (except for emergencies or urgently needed out-of-area care) will be covered under the "In Plan" benefit. Care not provided by or authorized by Kaiser Permanente may be filed by the provider directly to Medicare for reimbursement, subject to Medicare deductibles and coinsurance.
- Medicare contracts are renewed with CMS annually on the calendar year, and all mandated benefits may be adjusted on January 1st of each year as dictated by CMS or state mandate.

2013 KP MAS Medicare Cost (Medicare Plus) Group Rates

Group Name: FELRA
 Group Number: 1976 - 41
 Effective Date: 1/1/2013

Underwriting Signature: Alex Haybok
 Comments: _____
 Date: 6/27/2012

Illustrative Only

Base rate for Medicare mandated benefits

Year 2013
 Jurisdiction MD
 Plan A (with Part D Rx)
 Commissions NA
 Is this a National Group? No

Benefit Description:

Office visit \$15
 Inpatient Copay \$100
 RX* MO/KP/ANP 10/15/25-withD
 Dental standard
 Vision standard
 DME \$0
 ER \$50

Group Half Months Late 0

Additional Rider Benefits:

Hearing Aid none
 Sexual Dysfunction Drugs none
 Chiropractic & Acupuncture none

Total pmpm (Medicare A, B, & D)	\$208.55	(includes applicable state mandates)
	\$0.00	0 Half months APP Load
Total pmpm (Medicare A, B, & D) & APP Load	\$208.55	
Total pmpm (Medicare B & D Only)	\$671.05	(includes applicable state mandates)
	\$0.00	0 Half months APP Load
Total pmpm (Medicare B & D Only) & APP Load	\$671.05	

Rates are illustrative only. Rates are subject to CMS and DOI approval. Rates are subject to revision.
 *60 day supply

Medicare Plus Benefits—2013 Plan A with D

BENEFIT	Plan A with D
<u>Annual Deductible</u>	No Annual Deductible
Annual Out-of-Pocket Maximum	\$3,400
Primary Care Physician Visits (Family Care, Internal Medicine)	\$15 copayment
Specialist	\$15 copayment
Routine Physical Exams	\$15 copayment
Diagnostic Imaging	\$0 for lab and x-ray
Therapeutic Radiology	\$15 copayment
Medicare Covered Preventive Care	\$0 copayment
<u>Prescription Drugs</u>	
Mail Order from Kaiser Permanente	\$10 Generic or Brand Up to 90 days maintenance
Kaiser Permanente Medical Center Rx	\$15 Generic or Brand Up to 60 days supply
Affiliated Network Pharmacy Giant, Rite Aid, Safeway, Target, Walmart	\$25 Generic or Brand Up to 60 days supply
<u>Inpatient Hospitalization</u>	\$100 per benefit period
Outpatient Surgery @ Surgery Center	\$0 copayment
Emergency Visits	\$50 copayment
Ambulance	\$0 copayment
Inpatient mental health	\$100 per benefit period
Outpatient mental health	\$15 copayment per visit
Inpatient chemical dependency	\$100 per benefit period
Outpatient chemical dependency	\$15 copayment per visit
<u>Other Health Services</u>	
Medicare Covered Chiropractic	\$15 copayment per visit
Physical and Speech Therapy	\$15 copayment per visit
Home Health, Hospice	\$0 copayment
Durable Medical Equipment	\$0 copayment
Dental discount plan (25% discount when seen by participating dentists)	\$30 examination, cleaning 2x per year
Vision hardware discounts (office visit copayment will apply)	25% off frames and lenses at Kaiser Permanente vision centers

2013 Medicare Cost Renewal Kaiser Permanente Medicare Plus*

*an HMO with a Section 1876 Medicare Cost contract
and Part D Prescription Drug benefits

FELRA Part-Time and Spouse

Group Number: 18504-0, 1, 2

Effective Date: January 1, 2013 through December 31, 2013

<u>Premium Rate</u>	<u>Medicare Plus Plan HIGH OPTION with Medicare Part D</u>
For each CMS accreted Medicare Beneficiary	\$ 103.00 monthly
Hearing Aid Rider	\$ N/A monthly
CAM Rider	\$ N/A monthly
APP	\$ N/A monthly
Total Premium Per Enrollee	\$ 103.00 monthly

- Each subscriber must continue to pay Part B premium. Failure to maintain Part B will result in termination of Medicare HMO by the Centers for Medicare and Medicaid Services (CMS).
- This plan is open to persons with Medicare Part A and Part B, regardless of age. Medicare Plus is also available to persons with Medicare Part B only. Please consult your Account Manager for administration of the Medicare Plus Part B only rate.
- A member can select a Primary Care Physician (PCP) from a Kaiser Permanente Medical Center or affiliated participating Medicare Plus provider from the Medicare Plus Directory (the Kaiser Permanente Signature network).
- This product does **not** contain a "Lock – in provision". Care coordinated by the PCP or Kaiser Permanente of the Mid-Atlantic States (except for emergencies or urgently needed out-of-area care) will be covered under the "In Plan" benefit. Care not provided by or authorized by Kaiser Permanente may be filed by the provider directly to Medicare for reimbursement, subject to Medicare deductibles and coinsurance.
- Medicare contracts are renewed with CMS annually on the calendar year, and all mandated benefits may be adjusted on January 1st of each year as dictated by CMS or state mandate.

FELRA Part-Time and Spouse

Group Number: 18504-0, 1, 2

Effective Date: January 1, 2013 through December 31, 2013

<u>Premium Rate</u>	<u>Medicare Plus Plan HIGH OPTION with Medicare Part D</u>
For each CMS accreted Medicare Beneficiary	\$ 103.00 monthly
Hearing Aid Rider	\$ N/A monthly
CAM Rider	\$ N/A monthly
APP	\$ N/A monthly
Total Premium Per Accreted Enrollee	\$ 103.00 monthly

- ☐ **This Medicare Plus rate and benefit configuration is accepted for the year 2013.**
- ☐ **This Medicare Plus rate and benefit configuration is NOT valid for the year 2013. Please contact me immediately to discuss.**

Medicare Plus Application, Administration and Eligibility Guidelines

- * Each enrollment application is considered an individual enrollment for Medicare coverage with CMS. A spouse must complete their own application to be enrolled. Spouses cannot be linked in "family" plans.
- * CMS states that original, applications for Kaiser Permanente Medicare Plus with a signature can be processed. Phone or fax enrollments cannot be accepted. Facsimiles or emailed applications may be accepted.
- * Errors/omissions on the application will generate a call and letter from the Membership Processing Department. Errors or missing information must be corrected and returned to Kaiser Permanente Medicare Membership Processing within 30 days or the application will be denied. All applicants will be notified in writing as to the status of their application form both at receipt and at completion of enrollment or denial.
- * CMS regulations require the earliest coverage date will be the first of the month following the date of receipt of the enrollment application (or of all necessary information). Applications can be accepted up to 90 days in advance of the desired effective date.
- * In the event that a member would like to disenroll from Kaiser Permanente Medicare Plus, EACH member must request disenrollment in writing. The member may also request disenrollment at their local Social Security office or at the Railroad Retirement Board, or by calling 1-800-MEDICARE. Retroactive terms are not permitted. First of month following receipt of request will apply. Disenroll forms are available.
- * Termination of group coverage must be requested a minimum of 30 days in advance. CMS requires the Plan to notify the member in writing, in advance, as well as provide automatic conversion information.
- * Removing a member from your group account will not result in member termination from Kaiser Permanente Medicare Plus. If group benefits are terminated, the Medicare Plus member will be notified in writing, and then automatically transferred to Kaiser Permanente Medicare Plus on a direct pay basis pending payment or a signed, written directive of the member to change coverage.
- * If a Medicare Plus member discontinues payment for Medicare Part B premium, enrolls in another Medicare HMO or Medicare Part D provider, or notifies Medicare or Kaiser that they have moved from the service area, CMS will automatically terminate Kaiser Permanente Medicare Plus coverage. Re-enrollment into Medicare Plus will be according to CMS rules and require a new enrollment form. Kaiser Permanente cannot make retroactive adjustments. Any retroactivity must be requested of CMS by the Plan to the appropriate contact, and CMS will reply to instruct the Plan.
- * Medicare Part D Low Income Subsidy (LIS) members are identified by CMS to the plan on a monthly basis. Kaiser Permanente will send a quarterly report to the employer with a reimbursement check. The employer will disburse the LIS back to the member pro-rated for the retiree's contribution to the premium. If the employer pays 100% of the premium, the employer can keep the entire LIS amount.
- * CMS may impose a Late Enrollment Penalty (LEP) on Medicare beneficiaries who do not enroll in Medicare Part D when they initially become eligible for Medicare Part B and Part D coverage. This charge is assessed by CMS (not Kaiser Permanente) and is not included in the quoted Kaiser Permanente Medicare Plus rates. LEP appears on the group bill labeled Late Enrollment Penalty. If they have been covered by a prescription drug benefit equal or greater to Medicare Part D benefits, and the applicant provides dates of Creditable Coverage, CMS will not charge the LEP. When the LEP is charged, the member is notified in writing with instructions to correct the LEP by signing a form testifying to the nature and dates of their prior prescription drug coverage. The form is returned to CMS (not Kaiser Permanente).
- * A Member's Evidence of Coverage is not based on each individual's place of residence. Coverage and mandated benefits for group members are based on Employer's group contract address.

TO BE ELIGIBLE, each applicant:

- * Reside and maintain permanent residence within the CMS approved service area
- * Must have Medicare Part A and Part B, or Part B only (if arranged by employer for billing).
- * Cannot have end-stage renal disease (exception made for current Kaiser Permanente plan members who were members at time of ESRD diagnosis, or if applicant can document successful kidney transplant.)

Food Employees Labor Relations Association (FELRA)

Group Number: 1976-41

Effective Date: January 1, 2013 through December 31, 2013

<u>Premium Rate</u>	<u>Medicare Plus Plan A with Medicare Part D</u>
For each CMS accreted Medicare Beneficiary	\$ 208.55 monthly
Hearing Aid Rider	\$ N/A monthly
CAM Rider	\$ N/A monthly
APP	\$ N/A monthly
Total Premium Per Accreted Enrollee	\$ 208.55 monthly

- ☐ **This Medicare Plus rate and benefit configuration is accepted for the year 2013.**
- ☐ **This Medicare Plus rate and benefit configuration is NOT valid for the year 2013. Please contact me immediately to discuss.**

**Baker's Union and FELRA
Health and Welfare Fund**

911 Ridgebrook Road, Sparks, Maryland 21152-9451
1-866-662-2537

December 12, 2012

VIA EMAIL

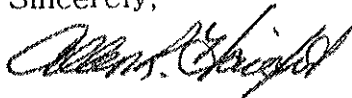
C/O William Jensen
The Board of Trustees
FELRA and UFCW Health and Welfare Fund
4301 Garden City Drive, Suite 201
Landover, Maryland 20785-2210

To the Trustees of the FELRA & UFCW Health and Welfare Fund:

At the request of certain bargaining parties, whose employees/members participate in the Baker's Union and FELRA Health and Welfare Fund ("Baker's Fund"), the Trustees of the Baker's Fund request the opportunity to discuss the feasibility of transitioning the participants of the Baker's Fund to the FELRA & UFCW Health and Welfare Fund.

Trusting you will provide us with a swift response.

Sincerely,



Allen R. Haight
Union Trustee-Fund Secretary

cc: Frank Stegman, Fund Chairman
David Gillis, Employer Trustee
Gary Oskoian, Union Trustee