

***MID-ATLANTIC UFCW  
AND PARTICIPATING EMPLOYERS  
PENSION FUND  
THIRD QUARTER 2013***

***ADMINISTRATIVE MANAGER'S REPORT***

FULL TIME  
THIRD QUARTER 2013

CONTRIBUTIONS

| <u>COMPANY</u>                            | <u>RATE</u> | <u>PARTICIPANTS</u> | <u>CONTRIBUTIONS</u> |
|-------------------------------------------|-------------|---------------------|----------------------|
| GIANT                                     | \$365.89    | 910                 | \$999,611            |
| GIANT TIER 2                              | 0.30        | 2,986               | 384,183              |
| GIANT SERVICE CLERKS L. 27                | 0.20        | 17                  | 1,384                |
| SAFEWAY                                   | 365.89      | 418                 | 458,826              |
| SAFEWAY DELAWARE <sup>1</sup>             | 0.30        | 101                 | 15,009               |
| SAFEWAY TIER 2 <sup>1</sup>               | 0.30        | 2,071               | 307,634              |
| SAFEWAY SERVICE CLERKS L. 27 <sup>1</sup> | 0.20        | 33                  | 3,180                |

|       |       |             |
|-------|-------|-------------|
| TOTAL | 6,536 | \$2,169,827 |
|-------|-------|-------------|

<sup>1</sup>INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

FULL TIME  
THIRD QUARTER 2013  
EXPENSES

BENEFIT EXPENSES

| CATEGORY         | AMOUNT |
|------------------|--------|
| PENSION BENEFITS | \$0    |
| SUBTOTAL         | \$0    |

OPERATING EXPENSES

| CATEGORY               | AMOUNT   |
|------------------------|----------|
| ADMINISTRATION         | \$24,654 |
| ACTUARIAL & CONSULTING | 8,070    |
| LEGAL                  | 48,705   |
| PNC                    | 223      |
| PRINTING               | 12       |

SUBTOTAL \$81,664

TOTAL EXPENSES \$81,664

AVG. FULL TIME RETIREES AVG. MONTHLY PAYOUT

FULL TIME  
THIRD QUARTER 2013  
QUARTERLY RECAP

|               | FIRST 2013  | SECOND 2013 | THIRD 2013  | FOURTH 2013 | TOTAL       |
|---------------|-------------|-------------|-------------|-------------|-------------|
| CONTRIBUTIONS | \$2,270,988 | \$2,237,489 | \$2,169,827 | \$0         | \$6,678,304 |
| MISCELLANEOUS | 0           | 0           | 0           | 0           | 0           |

|              |             |             |             |     |             |
|--------------|-------------|-------------|-------------|-----|-------------|
| TOTAL INCOME | \$2,270,988 | \$2,237,489 | \$2,169,827 | \$0 | \$6,678,304 |
|--------------|-------------|-------------|-------------|-----|-------------|

|                  |     |     |     |     |     |
|------------------|-----|-----|-----|-----|-----|
| BENEFIT EXPENSES |     |     |     |     |     |
| PENSION BENEFITS | \$0 | \$0 | \$0 | \$0 | \$0 |
| SUBTOTAL         | \$0 | \$0 | \$0 | \$0 | \$0 |

|                    |          |          |          |     |           |
|--------------------|----------|----------|----------|-----|-----------|
| OPERATING EXPENSES |          |          |          |     |           |
| ADMINISTRATION     | \$25,408 | \$24,873 | \$24,654 | \$0 | \$74,935  |
| OTHER              | 0        | 47       | 57,010   | 0   | 57,057    |
| SUBTOTAL           | \$25,408 | \$24,920 | \$81,664 | \$0 | \$131,992 |

|                |          |          |          |     |           |
|----------------|----------|----------|----------|-----|-----------|
| TOTAL EXPENSES | \$25,408 | \$24,920 | \$81,664 | \$0 | \$131,992 |
|----------------|----------|----------|----------|-----|-----------|

|                   |             |             |             |     |             |
|-------------------|-------------|-------------|-------------|-----|-------------|
| TOTAL INCOME      | \$2,270,988 | \$2,237,489 | \$2,169,827 | \$0 | \$6,678,304 |
| TOTAL EXPENSES    | \$25,408    | \$24,920    | \$81,664    | \$0 | \$131,992   |
| SURPLUS (DEFICIT) | \$2,245,580 | \$2,212,569 | \$2,088,163 | \$0 | \$6,546,312 |

|                   |          |          |          |        |          |
|-------------------|----------|----------|----------|--------|----------|
| AVERAGE INCOME    | \$113.99 | \$112.82 | \$110.66 | \$0.00 | \$112.49 |
| AVERAGE EXPENSES  | \$1.28   | \$1.26   | \$4.16   | \$0.00 | \$2.23   |
| SURPLUS (DEFICIT) | \$112.71 | \$111.56 | \$106.50 | \$0.00 | \$110.26 |

|                    |       |       |       |  |       |
|--------------------|-------|-------|-------|--|-------|
| TOTAL PARTICIPANTS | 6,641 | 6,611 | 6,536 |  | 6,596 |
|--------------------|-------|-------|-------|--|-------|

PART TIME  
THIRD QUARTER 2013

CONTRIBUTIONS

| <u>COMPANY</u>                            | <u>RATE</u> | <u>PARTICIPANTS</u> | <u>CONTRIBUTIONS</u> |
|-------------------------------------------|-------------|---------------------|----------------------|
| GIANT                                     | \$135.47    | 194                 | \$78,979             |
| GIANT TIER 2                              | 0.30        | 7,405               | 659,711              |
| GIANT SERVICE CLERKS L. 27                | 0.20        | 196                 | 9,738                |
| SAFEWAY                                   | 135.47      | 32                  | 13,005               |
| SAFEWAY DELAWARE <sup>1</sup>             | 0.30        | 160                 | 14,610               |
| SAFEWAY TIER 2 <sup>1</sup>               | 0.30        | 3,591               | 364,922              |
| SAFEWAY SERVICE CLERKS L. 27 <sup>1</sup> | 0.20        | 220                 | 13,500               |

TOTAL

|        |             |
|--------|-------------|
| 11,798 | \$1,154,465 |
|--------|-------------|

<sup>1</sup>INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

|                                             |
|---------------------------------------------|
| PART TIME<br>THIRD QUARTER 2013<br>EXPENSES |
|---------------------------------------------|

BENEFIT EXPENSES

| CATEGORY         | AMOUNT |
|------------------|--------|
| PENSION BENEFITS | \$0    |
| SUBTOTAL         | \$0    |

OPERATING EXPENSES

| CATEGORY               | AMOUNT    |
|------------------------|-----------|
| ADMINISTRATION         | \$44,862  |
| ACTUARIAL & CONSULTING | 14,348    |
| LEGAL                  | 86,588    |
| PNC                    | 396       |
| PRINTING               | 20        |
| SUBTOTAL               | \$146,214 |
| TOTAL EXPENSES         | \$146,214 |

AVG. PART TIME RETIREES

AVG. MONTHLY PAYOUT

PART TIME  
THIRD QUARTER 2013  
QUARTERLY RECAP

|               | FIRST 2013  | SECOND 2013 | THIRD 2013  | FOURTH 2013 | TOTAL       |
|---------------|-------------|-------------|-------------|-------------|-------------|
| CONTRIBUTIONS | \$1,162,061 | \$1,173,056 | \$1,154,465 | \$0         | \$3,489,582 |
| MISCELLANEOUS | 0           | 0           | 0           | 0           | 0           |

|              |             |             |             |     |             |
|--------------|-------------|-------------|-------------|-----|-------------|
| TOTAL INCOME | \$1,162,061 | \$1,173,056 | \$1,154,465 | \$0 | \$3,489,582 |
|--------------|-------------|-------------|-------------|-----|-------------|

|                         |     |     |     |     |     |
|-------------------------|-----|-----|-----|-----|-----|
| <b>BENEFIT EXPENSES</b> |     |     |     |     |     |
| PENSION BENEFITS        | \$0 | \$0 | \$0 | \$0 | \$0 |
| SUBTOTAL                | \$0 | \$0 | \$0 | \$0 | \$0 |

|                           |          |          |           |     |           |
|---------------------------|----------|----------|-----------|-----|-----------|
| <b>OPERATING EXPENSES</b> |          |          |           |     |           |
| ADMINISTRATION            | \$45,168 | \$45,078 | \$44,862  | \$0 | \$135,108 |
| OTHER                     | 0        | 84       | 101,352   | 0   | 101,436   |
| SUBTOTAL                  | \$45,168 | \$45,162 | \$146,214 | \$0 | \$236,544 |

|                |          |          |           |     |           |
|----------------|----------|----------|-----------|-----|-----------|
| TOTAL EXPENSES | \$45,168 | \$45,162 | \$146,214 | \$0 | \$236,544 |
|----------------|----------|----------|-----------|-----|-----------|

|                   |             |             |             |     |             |
|-------------------|-------------|-------------|-------------|-----|-------------|
| TOTAL INCOME      | \$1,162,061 | \$1,173,056 | \$1,154,465 | \$0 | \$3,489,582 |
| TOTAL EXPENSES    | \$45,168    | \$45,162    | \$146,214   | \$0 | \$236,544   |
| SURPLUS (DEFICIT) | \$1,116,893 | \$1,127,894 | \$1,008,251 | \$0 | \$3,253,038 |

|                   |         |         |         |        |         |
|-------------------|---------|---------|---------|--------|---------|
| AVERAGE INCOME    | \$32.17 | \$32.96 | \$32.62 | \$0.00 | \$32.58 |
| AVERAGE EXPENSES  | \$1.25  | \$1.27  | \$4.13  | \$0.00 | \$2.22  |
| SURPLUS (DEFICIT) | \$30.92 | \$31.69 | \$28.49 | \$0.00 | \$30.36 |

|                    |        |        |        |  |        |
|--------------------|--------|--------|--------|--|--------|
| TOTAL PARTICIPANTS | 12,039 | 11,864 | 11,798 |  | 11,900 |
|--------------------|--------|--------|--------|--|--------|

|                                                                           |
|---------------------------------------------------------------------------|
| <p style="text-align: center;">COMBINED<br/>2013<br/>QUARTERLY RECAPS</p> |
|---------------------------------------------------------------------------|

|                            | FIRST 2013  | SECOND 2013 | THIRD 2013  | FOURTH 2013 | TOTAL        |
|----------------------------|-------------|-------------|-------------|-------------|--------------|
| CONTRIBUTIONS <sup>1</sup> | \$3,972,121 | \$4,470,370 | \$3,324,292 | \$0         | \$11,766,783 |
| INTEREST & DIVIDENDS       | 11,608      | 38,357      | 68,649      | 0           | 118,614      |
| MISCELLANEOUS              | 0           | 0           | 0           | 0           | 0            |

|              |             |             |             |     |              |
|--------------|-------------|-------------|-------------|-----|--------------|
| TOTAL INCOME | \$3,983,729 | \$4,508,727 | \$3,392,941 | \$0 | \$11,885,397 |
|--------------|-------------|-------------|-------------|-----|--------------|

|                         |     |     |     |     |     |
|-------------------------|-----|-----|-----|-----|-----|
| <b>BENEFIT EXPENSES</b> |     |     |     |     |     |
| PENSION BENEFITS        | \$0 | \$0 | \$0 | \$0 | \$0 |
| SUBTOTAL                | \$0 | \$0 | \$0 | \$0 | \$0 |

|                           |          |          |           |     |           |
|---------------------------|----------|----------|-----------|-----|-----------|
| <b>OPERATING EXPENSES</b> |          |          |           |     |           |
| ADMINISTRATION            | \$70,576 | \$69,951 | \$69,516  | \$0 | \$210,043 |
| OTHER                     | 0        | 131      | 158,362   | 0   | 158,493   |
| SUBTOTAL                  | \$70,576 | \$70,082 | \$227,878 | \$0 | \$368,536 |

|                |          |          |           |     |           |
|----------------|----------|----------|-----------|-----|-----------|
| TOTAL EXPENSES | \$70,576 | \$70,082 | \$227,878 | \$0 | \$368,536 |
|----------------|----------|----------|-----------|-----|-----------|

|                   |             |             |             |     |              |
|-------------------|-------------|-------------|-------------|-----|--------------|
| TOTAL INCOME      | \$3,983,729 | \$4,508,727 | \$3,392,941 | \$0 | \$11,885,397 |
| TOTAL EXPENSES    | \$70,576    | \$70,082    | \$227,878   | \$0 | \$368,536    |
| SURPLUS (DEFICIT) | \$3,913,153 | \$4,438,645 | \$3,165,063 | \$0 | \$11,516,861 |

|                    |        |        |        |   |        |
|--------------------|--------|--------|--------|---|--------|
| TOTAL PARTICIPANTS | 18,680 | 18,475 | 18,334 | 0 | 18,496 |
|--------------------|--------|--------|--------|---|--------|

<sup>1</sup>1st Qtr - Includes Safeway start up contributions - \$539,072.19

2nd Qtr - Includes Giant start up contributions - \$1,059,825.25

DELINQUENCIES  
THIRD QUARTER 2013

NONE