

**UFCW UNIONS AND PARTICIPATING EMPLOYERS
HEALTH AND WELFARE FUND**

BOARD OF TRUSTEES MEETING

DECEMBER 11, 2012

**United Food and Commercial Workers Unions
and Participating Employers
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

A G E N D A

December 11, 2012

10:30 a.m.

- I. **CALL TO ORDER**
 - A. **TRUSTEE APPOINTMENT**
- II. **MINUTES (pg. 1 – 12)**
 - A. **REGULAR MEETING – APRIL 24, 2012**
 - B. **APPEALS COMMITTEE MEETING – AUGUST 30, 2012**
- III. **FINANCIAL REPORT**
 - A. **PNC BANK**
 - B. **AUDITOR'S REPORT**
- IV. **ATTORNEY'S REPORT**
 - A. **REGULAR**
 - B. **SUBROGATION**
 - C. **DELINQUENCY REPORT**
- V. **ADMINISTRATIVE MANAGER'S REPORT – 1Q12, 2Q12, & 3Q12 (pg. 13 – 93)**
- VI. **INVOICES (pg. 94 – 104)**
 - A. **PPACA PROGRESS BILLING – 1Q12, 2Q12 & 3Q12**
- VII. **OTHER FUND BUSINESS (pg. 105 – 143)**
 - A. **SHOPPERS CBA RENEWAL PROVISIONS**
 - B. **SHOPPERS DRAW DOWN**
 - C. **CONSULTANT'S REPORT**
 - 1. **SUMMARY OF BENEFITS AND COVERAGE (SBC)**
 - 2. **MENTAL HEALTH PARITY**
 - D. **MISCELLANEOUS CORRESPONDENCE**
- VIII. **ANNUAL REPORTS**
 - A. **DENTAL PROVIDER (GROUP DENTAL SERVICE)**
 - B. **HMO PROVIDER (KAISER PERMANENTE)**
 - C. **MENTAL HEALTH PROVIDER (VALUEOPTIONS)**
 - D. **VISION PROVIDER (GROUP VISION SERVICES)**
- IX. **PROPOSALS (pg. 144 – 173)**
 - A. **U.S. IMAGING – IMAGING NETWORK**
 - B. **TC3 – PAYMENT INVESTIGATION SERVICE**
 - C. **NAVITUS HEALTH SOLUTIONS – PBM PROVIDER**
 - D. **HRGI TERTIARY DISCOUNTER**
- X. **NEXT MEETING DATES AND LOCATIONS**
- XI. **ADJOURNMENT**

MINUTES

**United Food and Commercial Workers Unions
and Participating Employers
Health and 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
(800) 730-2241

**MINUTES OF THE MEETING OF THE
BOARD OF TRUSTEES OF THE
UFCW UNIONS AND PARTICIPATING EMPLOYERS
HEALTH AND WELFARE FUND
APRIL 24, 2012
TYSONS CORNER, VIRGINIA**

The following Trustees were present:

UNION TRUSTEES

T. McNutt - Chairman
M. Eubank
M. Harris
T. Hipkins

EMPLOYER TRUSTEES

S. Loeffler - Secretary
G. Anderson
J. McWilliams
A. Samad-Salameh

Also present were:

J. Berry - InforMed
H. Bazemore - Anthem
H. Burton - Morgan, Lewis & Bockius, LLP
J. Chorpenning - UFCW Local 27
M. Christle - Kroger
M. Federici - UFCW Local 400
D. Gwin - SuperValu
M. Herwig - PNC Bank
W. Jensen - Associated Administrators, LLC
S. Krasnoff - Carefirst
G. Kalwarski - Cheiron
S. MacDonald - Aetna
H. Manley - UFCW Local 27
L. Meade - InforMed
C. Mietlicki - Cheiron
B. Rogler - Informed Rx
J. Sears - Associated Administrators, LLC
B. Slevin - Slevin & Hart, P.C.
R. Wagner - Informed Rx
D. Whitney - SuperValu

I. CALL TO ORDER

A quorum being present, the meeting was called to order.

II. NEW TRUSTEES

Mr. Jensen reported that George Anderson had been appointed as an Employer Trustee effective January 13, 2012, replacing Jessica Miles.

Mr. Jensen further reported that Donna Gwin has been appointed as an Employer Trustee, replacing Julie McWilliams, effective April 25, 2012. Ms. Gwin will also replace Ms. McWilliams on the Appeals Committee effective April 25, 2012.

III. MINUTES

The Trustees reviewed the minutes of the December 13, 2011 meeting, which were pre-circulated.

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

RESOLVED that the minutes of the December 13, 2011 meeting were approved as presented.

IV. FINANCIAL REPORT

The Trustees welcomed Mr. Michael Herwig of PNC Bank to the meeting.

Mr. Herwig distributed the PNC Summary of Activity report for the period January 1, 2012 to March 31, 2012. Such report indicated a beginning market value of \$17,943,337, receipts of \$7,281,400, disbursements of \$9,293,677, and earnings of \$104,084, producing an ending market value of \$16,035,144 as of March 31, 2012.

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

V. ATTORNEY'S REPORT

A. Plan Document

Mr. Slevin discussed the AMARA court decision.

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

RESOLVED to amend the Summary Plan Description to state that it is the Plan Document.

B. Early Retiree Reimbursement Program (ERRP)

Mr. Slevin discussed the ERRP. The Board agreed to request that Cheiron confirm that the necessary data is available to prove the Fund has met safe harbor rules in the event of an audit.

C. LM-10 and LM-30 Requirements

Mr. Slevin reviewed the LM-30 requirements.

D. IRS 5500 Form Schedule C Instructions

Mr. Slevin reviewed the IRS Form 5500 Schedule C instructions.

E. Anthem Independent Review Organization Implementation

Mr. Slevin reviewed the implementation of the Independent Review Organizations ("IRO's) by Anthem for the Richmond/Tidewater location.

F. Mental Health Parity

Mr. Slevin reviewed the Mental Health Parity rules that would impact the Fund. The Trustees discussed obtaining consulting advice. Mr. Jensen said that any discussions should include Value Options, the managed mental health benefit manager for the Fund on this compliance matter.

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

RESOLVED that the Chairman and Secretary were authorized to make decisions pertaining to Mental Health Parity, including retaining a Consultant, review of consulting advice regarding compliance and making necessary decisions to comply.

Trustee Samad-Salameh requested that she be kept informed of any developments on this topic.

G. Life Insurance Settlements

Mr. Slevin discussed the Fund's life insurance contract.

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

RESOLVED to amend the SPD to reflect the life insurance carrier's distribution process if the carrier will not make direct lump sum distributions.

H. PNC Bank Money Market

Mr. Slevin reviewed PNC Bank's utilization of money market funds.

I. Express Scripts Audit

Mr. Slevin reviewed the Express Scripts litigation and audit process.

J. Annual Limit Waiver Notice

Mr. Slevin discussed the notice sent to participants, regarding the annual limit waiver granted to the Fund.

K. Subrogation

Mr. Slevin reported on subrogation recoveries during the fourth quarter 2011.

VI. ADMINISTRATIVE MANAGER'S REPORT

A. Fourth Quarter 2011 Report

Mr. Jensen presented the administrative manager's report for the fourth quarter 2011, which had been pre-circulated to the Trustees. Such report indicated total income of \$9,671,438. Total expenses were \$12,337,237, producing a deficit of \$2,197,247 for the quarter. Mr. Jensen noted that contributions and were made on behalf of 7,277 plan participants.

B. Administrative Manager's Contract

Mr. Jensen noted that his firm's contract expired May 31, 2012. He presented a request for a three-year extension of the contract. He requested increases in the fees of 3.5% in the first year, 3.5% in the second year, and 3% in the third year, plus hourly rates for the unknown extent of work related to PPACA compliance and new vendor implementation. He reviewed justification for the fee increases, including increased cost of doing business, especially benefit related expenses, postage, and additional compliance monitoring. He noted that his firm had invested over \$416,000 in technology upgrades in 2011, including computers, thin clients, servers, switches, firewalls, and software necessary to keep his firm compliant with PPACA security requirements.

He said that Associated worked with multiple consulting firms in 2011, supplying the vendors with data, which involved work by his firm's IT and accounting departments, as well as the account executive staff. He noted that his firm had filed the quarterly ERRP submission and that the filing resulted in the Fund receiving over \$101,093 from HHS. Class Action settlement filings have also spiked, which resulted in \$26,260 received in 2011. Medicare reporting for Medicare-eligible participants must now be done on a monthly basis. In addition, Associated implemented a fraud protection process with PNC bank requiring daily file transmittal and monitoring. The Trustees discussed the contract renewal and,

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

RESOLVED to approve the three-year extension of the administrative contract at a fee increase of 3.5% effective June 1, 2012, 3.5% effective June 1, 2013, and 3% effective June 1, 2014, plus hourly rates related to PPACA compliance and new vendor implementation.

VII. INVOICES

Mr. Jensen presented a list of invoices dated April 24, 2012. He noted there were no additions, deletions or changes to the list and that all invoices represented proper Fund expenses.

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

RESOLVED that the list of invoices dated April 24, 2012 was approved for payment.

VIII. OTHER FUND BUSINESS

A. 2012 Engagement Letter – Cheiron – SOP-92-6

Mr. Kalwarski presented an engagement letter for the 2012 plan year, which reflected a cost of \$17,750, an increase of 4.4% over the prior year. He noted that this work included a full SOP-92-6 valuation, which is required every other year.

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

RESOLVED to approve the Cheiron engagement for 2012 with an annual fee maximum of \$17,750.

B. Open Enrollment – Kaiser Permanente

Mr. Jensen said the 2011-2012 open enrollment offer for Kaiser Permanente options of coverage was mailed to active participants in Plan JSS2, Y, Y20 and Z on April 24, 2012.

C. Payroll Audit – Delmarva Benefit Administrators

Mr. Jensen reported Bond Beebe had completed a payroll audit of Delmarva Benefit Administrators revealing no deficiencies.

D. Mercer Prescription Benefit Manager (“PBM”) Study

Mr. Jensen said Mercer would issue the Request for Proposal (“RFP”) for the PBM for the non-Kroger Plans.

E. Maintenance of Benefit (“MOB”) Rates

Mr. Jensen reported that the MOB rate notices were sent to the participating employers in December 2011.

IX. VENDOR PRESENTATIONS

A. Anthem – Preferred Provider Organization (“PPO”)

The Trustees welcomed Mr. Herb Bazemore of Anthem PPO to the meeting. Mr. Bazemore distributed a report dated April 24, 2012 outlining the Fund's claims experience for 2011 for the K2 & K20 Plans.

The report showed total billed charges for 2011 of \$28,275,921 and provider savings of \$13,643,533 for 48% provider savings. The report showed administrative fees of \$546,819 for 2011 for an average of 2,342 participants per month. Paid claims were \$11,313,886 during 2011. There were net savings per dollar of administrative fee of \$24.95.

Mr. Bazemore presented a renewal rate request of \$19.79 per participant per month for the one-year period March 1, 2012 through February 28, 2013, representing a 1.5% increase over the prior rate of \$19.50 per participant per month that was in effect from March 1, 2009 through February 29, 2012.

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

RESOLVED to approve the Anthem administrative service fee of \$19.79 per participant per month for the period March 1, 2012 through February 28, 2013.

Mr. Bazemore also informed the Trustees that Anthem had made in error in 2011 resulting in an overcharge of \$82,813 to the Fund. He said this amount would be credited back to the Fund. Mr. Bazemore apologized to the Trustees on behalf of Anthem.

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

The Trustees agreed that Anthem should be asked to pay interest on the \$82,813 overcharge.

B. Carefirst – Preferred Provider Organization (“PPO”)

The Trustees welcomed Mr. Steve Krasnoff of Carefirst PPO to the meeting. Mr. Krasnoff distributed an interim report outlining the savings to the Fund for the period October 1, 2011 through March 31, 2012 for the non-Kroger Plans. He noted that the Carefirst network was implemented effective October 1, 2011.

For the six-month period, there were 11,097 total claims and a monthly average of 3,007 eligible employees. The total billed amount was \$7,920,924 and a provider savings of \$3,808,638, representing a 48.08% savings rate. The report showed that the local NetLease providers filed 7,560 claims while the FlexLink providers filed 2,594 claims. NetLease facilities filed 676 claims while FlexLink facilities filed 267 claims.

Carefirst's administrative fee for this period was \$122,901, or an aggregate cost of \$6.81 per participant per month. The total administrative fee paid for the NetLease program was \$54,659.54 for the six months ending March 31, 2012. The FlexLink monthly fee was \$18.85 per participant per month. The total administrative fee paid for the FlexLink program was \$68,241.90 for the six months ending March 31, 2012.

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

C. InforMed – Utilization Management

The Trustees welcomed Ms. Lisa Meade and Mr. Justin Barry from InforMed to the meeting. They distributed copies of their 2011 Annual Report.

Total medical claims paid in 2011 were \$28,698,340.80, a 5% increase from 2010. The average medical claims amount paid per month for 2011 was \$427.91 per participant, compared to \$389.45 in 2010, a 10% increase.

Ms. Meade said that the increased trend was due mostly from charges from outpatient facilities, which increased 27% over this period. Carefirst PPO's discounts may mitigate this trend, as its contract began in October 2011.

Ms. Meade said there were 563 claimants with charges in excess of \$10,000 in 2011. They represented \$20,550,967 in costs to the Fund.

Ms. Meade said the total savings attributed to InforMed's programs for 2011 was \$2,461,902, representing a 3.73% return on investment for the Fund.

The Trustees thanked Ms. Meade and Mr. Barry for their report and they were excused from the meeting.

D. Informed Rx – Prescription Benefit Manager

The Trustees welcomed Mr. Rob Wagner and Ms. Barbara Rogler of Informed Rx to the meeting. They distributed copies of a report detailing the Fund's prescription drug experience for 2011.

Mr. Wagner said the Fund had a monthly average of 6,289 eligible employees in 2011, compared to 6,666 in 2010. The Fund paid 79,213 prescriptions in 2011, 4.4% less than in 2010. Total claims paid in 2011 were \$6,541,299, a 1.7% increase over the 2010 amount.

The generic dispensing rate in 2011 was 68.6%, slightly higher than the 66.2% level in 2010. Mr. Wagner said that many of the Fund's most highly utilized drugs would have a generic available during the next two years, and this should have a positive impact on the Fund's experience.

The Trustees thanked Mr. Wagner and Ms. Rogler for their report and they were excused from the meeting.

E. Aetna – Kroger Richmond/Tidewater Dental Plan Provider

The Trustees welcomed Mr. Stuart MacDonald of Aetna to the meeting. His firm provides the dental coverage for the Kroger Richmond/Tidewater plan participants.

Mr. MacDonald said that paid claims were \$344,000. The network discount was 31% and the network utilization was 46%. He noted the plan uses a passive PPO plan design.

Mr. MacDonald said Aetna would maintain the current fee of \$4.03 per participant per month for 2012.

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

X. NEXT MEETING DATE AND LOCATION

The Trustees scheduled the following dates for the next meetings:

August 22, 2012 – Gaylord Hotel, National Harbor, MD

December 11, 2012 – Hilton Hotel, Baltimore, MD

XI. ADJOURNMENT

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

Respectfully submitted,
Steve Loeffler – Secretary

**United Food and Commercial Workers Unions
And Participating Employers
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

**APPEALS EMAILED AND RESOLVED
BY THE APPEALS SUBCOMMITTEE OF THE
BOARD OF TRUSTEES OF THE
UCFW UNIONS & PARTICIPATING EMPLOYERS
HEALTH AND WELFARE FUND
ON AUGUST 30, 2012**

The following Trustees made determinations on the appeals:

UNION TRUSTEES

M. Federici

EMPLOYER TRUSTEE

D. Gwin

Also present was:

E. Novak - Associated Administrators, LLC.

I. APPEALS

The following appeals were reviewed by the Trustees:

June/July 2012

Code	Issue	Decision
A12/117-0003	Relief of Obligation to Reimburse	Denied
E12/255-0112	Open Enrollment	Denied
M12/238-9663	Late Filing	Denied
M12/220-4088	Late Filing	Denied
M12/199-0621	Late Filing	Denied
M12/224-3963	Late Filing	Denied
M12/251-4787	Late Filing	Denied
M12/231-4787	COB, Partial Late Appeal	Denied
M12/253-0423	Late Filing, Late Appeal	Denied
M12/270-6460	Non-Participating Provider	Denied
M12/219-4816	Routine Services	Denied
M12/272-6686	Routine Immunizations	Tabled

M12/248-1845	Excess of UCR	Denied
M12/218-1615	Excess of UCR	Denied
M12/261-5806	CRNA	Tabled
M12/279-7731	CRNA	Tabled
M12/245-7695	Anesthesia Services, CRNA	Tabled
M12/242-7499	Hearing Aids	Denied
M12/236-1087	Dietary Services	Resolved
M12/209-3333	Mental Health	Denied
M12/258-4529	Medical Necessity	Denied
M12/264-1459	Medical Necessity, Late Appeal	Denied
M12/114-7745	Anesthesia Services	Re-Tabled

Respectfully submitted,

Emily Novak

ADMINISTRATIVE MANAGER'S REPORT

UFCW UNIONS AND PARTICIPATING EMPLOYERS

HEALTH & WELFARE FUND

FIRST QUARTER 2012

ADMINISTRATIVE MANAGER'S REPORT

FIRST QUARTER 2012
PLAN JS

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KELCO	\$920.73	12	\$33,147	
COBRA		1	965	
TOTAL		13	\$34,112	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$2,252
HMO	0
LIFE & AD & D	34
DISABILITY	0
DENTAL	1,641
OPTICAL	181
DRUG	9,087
RETIREEES	11,332
MEDICAL ADM.	453
MENTAL HEALTH MANAGER	99
PPO	276
UM/DM	352
SUB TOTAL	\$25,707

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$428
ADMINISTRATION HIPAA	9
MISCELLANEOUS	161
SUB TOTAL	\$598

TOTAL EXPENSES	\$26,305
-----------------------	-----------------

SURPLUS (DEFICIT)	\$7,807
--------------------------	----------------

AVERAGE INCOME	\$875
AVERAGE EXPENSE	674
SURPLUS (DEFICIT)	\$201

**FIRST QUARTER 2012
PLAN JSS-2**

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
DELMARVA	\$1,208.68	2	\$7,251	
FARMER'S MARKET ¹	1,211.47	0	0	
MAGRUDERS FT ¹	1,211.47	30	108,948	
MAGRUDERS PT ¹	1,211.47	14	47,211	
SAFEWAY VALLEY FT	1,208.68	4	14,505	
SAFEWAY VALLEY PT	1,208.68	6	21,756	
SHOPPERS FOOD 400 FT ²	1,208.68	527	1,278,783	
SHOPPERS FOOD 400 PT ²	1,208.68	222	741,186	
UFCW 400 TEMP FT	1,208.68	5	18,129	
UNION LEADER ³	1,208.68	0	0	
COBRA		2	5,126	
HMO COPAYS			5,998	
TOTAL		812	\$2,248,893	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$905,930
HMO	22,836
LIFE & AD & D	7,277
DISABILITY	119,068
DENTAL	98,882
OPTICAL	11,468
DRUG	464,737
RETIREEES	707,775
MEDICAL ADM.	27,886
MENTAL HEALTH MANAGER	26,265
PPO	17,025
UM/DM	21,980
SUB TOTAL	\$2,431,129

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$26,764
ADMINISTRATION HIPAA	643
MISCELLANEOUS	10,079
SUB TOTAL	\$37,486

TOTAL EXPENSES	\$2,468,615
-----------------------	--------------------

SURPLUS (DEFICIT)	(\$219,722)
--------------------------	--------------------

AVERAGE INCOME	\$923
AVERAGE EXPENSE	1,013
SURPLUS (DEFICIT)	(\$90)

¹RATE CHANGE EFFECTIVE 2/1/12

²CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

³ALL EMPLOYEES ON DISABILITY FOR QUARTER

FIRST QUARTER 2012
PLAN K2 FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ^{1,2}	\$633.06	1,213	\$2,304,014	
UFCW 400 TEMP FT ¹	633.06	1	1,899	
COBRA		11	13,779	
TOTAL		1,225	\$2,319,692	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$1,442,168
LIFE & AD & D	17,131
DISABILITY	76,588
DENTAL	123,867
OPTICAL	16,258
RETIREEES	279,064
MEDICAL ADM.	41,574
MENTAL HEALTH MANAGER	76,092
EAP	2,383
PPO	54,089
UM/DM	33,161
SUB TOTAL	\$2,162,375

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$40,378
ADMINISTRATION HIPAA	969
MISCELLANEOUS	15,205
SUB TOTAL	\$56,552

TOTAL EXPENSES	\$2,218,927
-----------------------	--------------------

SURPLUS (DEFICIT)	\$100,765
--------------------------	------------------

AVERAGE INCOME	\$631
AVERAGE EXPENSE	604
SURPLUS (DEFICIT)	\$27

¹RATE CHANGE EFFECTIVE 1/1/12

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

FIRST QUARTER 2012
PLAN K2 PART TIME INDIVIDUAL

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ^{1,2}	\$257.47	138	\$106,557	
COBRA		1	677	
TOTAL		139	\$107,234	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$95,225
LIFE & AD & D	532
DISABILITY	2,648
DENTAL	6,318
OPTICAL	1,277
RETIREEES	31,355
MEDICAL ADM.	3,306
MENTAL HEALTH MANAGER	920
EAP	191
PPO	6,138
UM/DM	3,763
SUB TOTAL	\$151,673

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$4,581
ADMINISTRATION HIPAA	111
MISCELLANEOUS	1,725
SUB TOTAL	\$6,417

TOTAL EXPENSES	\$158,090
-----------------------	------------------

SURPLUS (DEFICIT)	(\$50,856)
--------------------------	-------------------

AVERAGE INCOME	\$257
AVERAGE EXPENSE	379
SURPLUS (DEFICIT)	(\$122)

¹RATE CHANGE EFFECTIVE 1/1/12

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

FIRST QUARTER 2012
PLAN K2 PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ^{1,2}	\$1,009.19	3	\$10,093	
TOTAL		3	\$10,093	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$17,681
LIFE & AD & D	24
DISABILITY	256
DENTAL	546
OPTICAL	51
RETIREEES	3,136
MEDICAL ADM.	139
MENTAL HEALTH MANAGER	30
EAP	8
PPO	237
UM/DM	81
SUB TOTAL	\$22,189

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$99
ADMINISTRATION HIPAA	3
MISCELLANEOUS	37
SUB TOTAL	\$139

TOTAL EXPENSES	\$22,328
-----------------------	-----------------

SURPLUS (DEFICIT)	(\$12,235)
--------------------------	-------------------

AVERAGE INCOME	\$1,121
AVERAGE EXPENSE	2,481
SURPLUS (DEFICIT)	(\$1,360)

¹RATE CHANGE EFFECTIVE 1/1/12

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

FIRST QUARTER 2012
PLAN K20 FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ^{1,2}	\$319.40	868	\$831,184	
UFCW 400 TEMP FT ¹	319.40	2	1,917	
COBRA		3	1,174	
TOTAL		873	\$834,275	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$840,275
LIFE & AD & D	3,015
DISABILITY	20,070
DENTAL	64,833
OPTICAL	9,403
MEDICAL ADM.	24,302
MENTAL HEALTH MANAGER	44,682
PPO	38,546
UM/DM	23,632
SUB TOTAL	\$1,068,758

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$28,776
ADMINISTRATION HIPAA	691
MISCELLANEOUS	10,836
SUB TOTAL	\$40,303

TOTAL EXPENSES	\$1,109,061
-----------------------	--------------------

SURPLUS (DEFICIT)	(\$274,786)
--------------------------	--------------------

AVERAGE INCOME	\$319
AVERAGE EXPENSE	423
SURPLUS (DEFICIT)	(\$104)

¹RATE CHANGE EFFECTIVE 1/1/12

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

FIRST QUARTER 2012
PLAN K20 PART TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ^{1,2}	\$109.57	816	\$268,159	
COBRA		2	601	
TOTAL		818	\$268,760	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$105,342
LIFE & AD & D	801
DISABILITY	2,854
DENTAL	14,943
OPTICAL	2,923
MEDICAL ADM.	10,173
MENTAL HEALTH MANAGER	12,146
PPO	36,119
UM/DM	22,142
SUB TOTAL	\$207,443

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$26,962
ADMINISTRATION HIPAA	648
MISCELLANEOUS	10,154
SUB TOTAL	\$37,764

TOTAL EXPENSES	\$245,207
-----------------------	------------------

SURPLUS (DEFICIT)	\$23,553
--------------------------	-----------------

AVERAGE INCOME	\$110
AVERAGE EXPENSE	100
SURPLUS (DEFICIT)	\$10

¹RATE CHANGE EFFECTIVE 1/1/12

²INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

FIRST QUARTER 2012
PLAN RICHMOND TIDEWATER

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER R/T		1,179	\$2,444,830	
COBRA		6	5,921	
TOTAL		1,185	\$2,450,751	\$0

BENEFIT EXPENSES	COST
AETNA DENTAL	\$13,553
AETNA DENTAL CLAIMS	98,158
ASO PROVIDER	2,006,941
DRUG	224,864
METLIFE	19,656
GVS OPTICAL	12,956
SUB TOTAL	\$2,376,128

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$38,292
MISCELLANEOUS	14,709
SUB TOTAL	\$53,001

TOTAL EXPENSES	\$2,429,129
-----------------------	--------------------

SURPLUS (DEFICIT)	\$21,622
--------------------------	-----------------

AVERAGE INCOME	\$689
AVERAGE EXPENSE	683
SURPLUS (DEFICIT)	\$6

FIRST QUARTER 2012
PLAN S

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
SAFEWAY VALLEY FT	\$1.61	1	\$819	
SAFEWAY VALLEY PT	1.61	2	740	
TOTAL		3	\$1,559	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$0
LIFE & AD & D	0
DISABILITY	0
DENTAL	0
OPTICAL	0
DRUG	0
RETIRES	2,615
MEDICAL ADM.	36
PPO	3
UM/DM	81
SUB TOTAL	\$2,735

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$99
ADMINISTRATION HIPAA	3
MISCELLANEOUS	37
SUB TOTAL	\$139

TOTAL EXPENSES	\$2,874
-----------------------	----------------

SURPLUS (DEFICIT)	(\$1,315)
--------------------------	------------------

AVERAGE INCOME	\$173
AVERAGE EXPENSE	319
SURPLUS (DEFICIT)	(\$146)

FIRST QUARTER 2012
PLAN Y FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET ¹	\$813.48	0	\$0	
MAGRUDERS ¹	813.48	5	12,187	
METRO/BASICS ²	810.69	291	509,331	
RETAIL BRAND ALLIANCE	810.69	19	47,020	
SHOPPERS 400 ²	810.69	209	508,583	
UNION COMMUNICATION	810.69	3	7,296	
UFCW 400 TEMP FT	810.69	2	4,863	
COBRA		5	8,832	
TOTAL		534	\$1,098,112	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$544,655
HMO	61,953
LIFE & AD & D	6,337
DISABILITY	95,548
DENTAL	60,951
OPTICAL	8,054
DRUG	284,038
MEDICAL ADM.	17,713
MENTAL HEALTH MANAGER	18,129
EAP	1,040
PPO	10,820
UM/DM	14,455
SUB TOTAL	\$1,123,693

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$17,602
ADMINISTRATION HIPAA	423
MISCELLANEOUS	6,629
SUB TOTAL	\$24,654

TOTAL EXPENSES	\$1,148,347
-----------------------	--------------------

SURPLUS (DEFICIT)	(\$50,235)
--------------------------	-------------------

AVERAGE INCOME	\$685
AVERAGE EXPENSE	717
SURPLUS (DEFICIT)	(\$32)

¹RATE CHANGE EFFECTIVE 2/1/12

²CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

FIRST QUARTER 2012
PLAN Y PART TIME INDIVIDUAL

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET ¹	\$511.79	0	\$0	
MAGRUDERS ¹	511.79	10	15,326	
METRO/BASICS ²	431.22	198	252,100	
RETAIL BRAND ALLIANCE	431.22	0	0	
SHOPPERS 400 ²	431.22	481	608,597	
COBRA		10	14,843	
HMO COPAYS			711	
TOTAL		699	\$891,577	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$300,258
HMO	5,480
LIFE & AD & D	2,674
DISABILITY	29,351
DENTAL	32,502
OPTICAL	6,724
DRUG	151,598
MEDICAL ADM.	16,588
MENTAL HEALTH MANAGER	5,546
EAP	943
PPO	10,867
UM/DM	18,922
SUB TOTAL	\$581,453

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$23,039
ADMINISTRATION HIPAA	554
MISCELLANEOUS	8,676
SUB TOTAL	\$32,269

TOTAL EXPENSES	\$613,722
-----------------------	------------------

SURPLUS (DEFICIT)	\$277,855
--------------------------	------------------

AVERAGE INCOME	\$425
AVERAGE EXPENSE	293
SURPLUS (DEFICIT)	\$132

¹RATE CHANGE EFFECTIVE 2/1/12

²CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

FIRST QUARTER 2012
PLAN Y PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
MAGRUDERS ¹	\$1,154.79	0	\$0	
METRO/BASICS ²	983.97	90	261,135	
SHOPPERS 400 ²	983.97	145	418,281	
HMO COPAYS			3,008	
TOTAL		235	\$682,424	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$280,311
HMO	5,967
LIFE & AD & D	1,073
DISABILITY	15,313
DENTAL	30,429
OPTICAL	2,801
DRUG	184,134
MEDICAL ADM.	7,656
MENTAL HEALTH MANAGER	4,374
EAP	438
PPO	4,680
UM/DM	6,361
SUB TOTAL	\$543,537

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$7,746
ADMINISTRATION HIPAA	186
MISCELLANEOUS	2,917
SUB TOTAL	\$10,849

TOTAL EXPENSES	\$554,386
-----------------------	------------------

SURPLUS (DEFICIT)	\$128,038
--------------------------	------------------

AVERAGE INCOME	\$968
AVERAGE EXPENSE	786
SURPLUS (DEFICIT)	\$182

¹RATE CHANGE EFFECTIVE 2/1/12

²CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

FIRST QUARTER 2012
PLAN Y20 FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
METRO/BASICS ¹	\$452.32	32	\$43,801	
SHOPPERS 400 ¹	452.32	39	51,589	
COBRA		3	4,001	
TOTAL		74	\$99,391	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$39,772
HMO	9,787
LIFE & AD & D	1,167
DISABILITY	11,484
DENTAL	10,333
OPTICAL	1,484
DRUG	21,762
MEDICAL ADM.	3,062
MENTAL HEALTH MANAGER	781
PPO	1,855
UM/DM	2,003
SUB TOTAL	\$103,490

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$2,439
ADMINISTRATION HIPAA	59
MISCELLANEOUS	918
SUB TOTAL	\$3,416

TOTAL EXPENSES	\$106,906
-----------------------	------------------

SURPLUS (DEFICIT)	(\$7,515)
--------------------------	------------------

AVERAGE INCOME	\$448
AVERAGE EXPENSE	482
SURPLUS (DEFICIT)	(\$34)

¹CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

FIRST QUARTER 2012
PLAN Y20 PART TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET ¹	\$207.79	3	\$1,861	
MAGRUDERS ¹	207.79	25	15,515	
METRO/BASICS ²	144.22	311	134,701	
SHOPPERS 400 ²	144.22	372	157,021	
COBRA		8	2,182	
HMO COPAYS			855	
TOTAL		719	\$312,135	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$199,480
HMO	771
LIFE & AD & D	2,973
DISABILITY	7,741
DENTAL	36,980
OPTICAL	7,725
DRUG	54,273
MEDICAL ADM.	19,604
MENTAL HEALTH MANAGER	10,656
PPO	12,089
UM/DM	19,463
SUB TOTAL	\$371,755

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$23,699
ADMINISTRATION HIPAA	570
MISCELLANEOUS	8,924
SUB TOTAL	\$33,193

TOTAL EXPENSES	\$404,948
-----------------------	------------------

SURPLUS (DEFICIT)	(\$92,813)
--------------------------	-------------------

AVERAGE INCOME	\$145
AVERAGE EXPENSE	188
SURPLUS (DEFICIT)	(\$43)

¹RATE CHANGE EFFECTIVE 2/1/12

²CONTRIBUTIONS REDUCED TO REFLECT DRAWDOWN

FIRST QUARTER 2012
PLAN Z FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
ACE SUSHI	\$1,569.95	0	\$0	
TOTAL		0	\$0	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$0
HMO	0
LIFE & AD & D	0
DISABILITY	0
DENTAL	0
OPTICAL	0
DRUG	0
MEDICAL ADM.	0
MENTAL HEALTH MANAGER	0
EAP	0
PPO	0
UM/DM	0
SUB TOTAL	\$0

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$0
ADMINISTRATION HIPAA	0
MISCELLANEOUS	0
SUB TOTAL	\$0

TOTAL EXPENSES	\$0
----------------	-----

SURPLUS (DEFICIT)	\$0
-------------------	-----

AVERAGE INCOME	\$0
AVERAGE EXPENSE	\$0
SURPLUS (DEFICIT)	\$0

FIRST QUARTER 2012
PLAN Z PART TIME INDIVIDUAL

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
ACE SUSHI	\$559.09	0	\$0	
PERKINS MANAGEMENT SERVICES	559.09	5	8,385	
TOTAL		5	\$8,385	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$144
HMO	0
LIFE & AD & D	6
DISABILITY	0
DENTAL	279
OPTICAL	56
DRUG	397
MEDICAL ADM.	186
MENTAL HEALTH MANAGER	36
EAP	12
PPO	107
UM/DM	136
SUB TOTAL	\$1,359

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$165
ADMINISTRATION HIPAA	3
MISCELLANEOUS	62
SUB TOTAL	\$230

TOTAL EXPENSES	\$1,589
-----------------------	----------------

SURPLUS (DEFICIT)	\$6,796
--------------------------	----------------

AVERAGE INCOME	\$559
AVERAGE EXPENSE	106
SURPLUS (DEFICIT)	\$453

FIRST QUARTER 2012
PLAN Z PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
	\$1,136.63	0	\$0	
TOTAL		0	\$0	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$0
HMO	0
LIFE & AD & D	0
DISABILITY	0
DENTAL	0
OPTICAL	0
DRUG	0
MEDICAL ADM.	0
MENTAL HEALTH MANAGER	0
EAP	0
PPO	0
UM/DM	0
SUB TOTAL	\$0

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$0
ADMINISTRATION HIPAA	0
MISCELLANEOUS	0
SUB TOTAL	\$0

TOTAL EXPENSES	\$0
-----------------------	------------

SURPLUS (DEFICIT)	\$0
--------------------------	------------

AVERAGE INCOME	\$0
AVERAGE EXPENSE	0
SURPLUS (DEFICIT)	\$0

FIRST QUARTER 2012
K2 RETIREES

INCOME	CO-PAY \$140.00	CO-PAY \$172.00	CO-PAY \$209.00	CO-PAY \$241.00	CO-PAY \$311.00	CO-PAY \$343.00	COMBINED
NO OF EMP.	175	83	71	19	28	3	379
TOTAL INCOME	\$73,197	\$42,348	\$43,952	\$13,737	\$25,813	\$3,087	\$202,134

BENEFIT EXP							COMBINED
MEDICAL	\$115,088	\$54,366	\$46,693	\$12,715	\$18,414	\$1,974	\$249,250
DENTAL	11,660	5,454	4,744	1,263	1,863	201	25,185
OPTICAL	2,414	1,140	979	267	386	39	5,225
MEDICAL ADM.	6,101	2,853	2,483	660	975	105	13,177
MENTAL HEALTH MANAGER	1,602	749	650	174	255	27	3,457
PPO	0	6,433	0	1,504	0	233	8,170
UM/DM	0	2,216	0	518	0	80	2,814
SUBTOTAL	\$136,865	\$73,211	\$55,549	\$17,101	\$21,893	\$2,659	\$307,278

OPERATING EXP							
ADMINISTRATION	\$2,762	\$1,304	\$1,121	\$305	\$441	\$48	\$5,981
ADMINISTRATION HIPAA	137	64	56	15	21	3	296
SUBTOTAL	\$2,899	\$1,368	\$1,177	\$320	\$462	\$51	\$6,277

TOTAL EXPENSES	\$139,764	\$74,579	\$56,726	\$17,421	\$22,355	\$2,710	\$313,555
----------------	-----------	----------	----------	----------	----------	---------	-----------

SURPLUS (DEFICIT)	(\$66,567)	(\$32,231)	(\$12,774)	(\$3,684)	\$3,458	\$377	(\$111,421)
-------------------	------------	------------	------------	-----------	---------	-------	-------------

AVERAGE INCOME	\$139	\$170	\$206	\$241	\$307	\$343	\$178
AVERAGE EXPENSE	266	300	266	306	266	301	276
SURPLUS (DEFICIT)	(\$127)	(\$130)	(\$60)	(\$65)	\$41	\$42	(\$98)

**FIRST QUARTER 2012
RETIREES**

INCOME	CO-PAY	CO-PAY	CO-PAY	CO-PAY	CO-PAY	CO-PAY	COMBINED
RATE	\$377.19	\$366.10	\$188.59	\$173.06	PLAN T	NONE	
NO OF EMP.	0	7	20	2	16	439	484
TOTAL INCOME	\$0	\$7,689	\$12,636	\$1,211	\$18,189	\$0	\$39,725

BENEFIT EXP							COMBINED
MEDICAL	\$0	\$544	\$19,489	\$0	\$2,100	\$310,324	\$332,457
DENTAL	0	603	1,867	171	1,116	40,470	44,227
OPTICAL	0	98	302	27	222	6,112	6,761
DRUG	0	12,135	27,692	7,739	8,616	254,516	310,698
MEDICAL ADM.	0	243	765	0	312	9,606	10,926
MENTAL HEALTH MANAGER	0	54	163	0	69	2,063	2,349
EAP	0	0	0	0	24	0	24
PPO	0	0	0	0	65	2,673	2,738
UM/DM	0	0	0	0	81	3,411	3,492
SUBTOTAL	\$0	\$13,677	\$50,278	\$7,937	\$12,605	\$629,175	\$713,672

OPERATING EXP							
ADMINISTRATION	\$0	\$111	\$342	\$33	\$252	\$6,932	\$7,670
ADMINISTRATION HIPAA	0	6	18	3	12	341	380
SUBTOTAL	\$0	\$117	\$360	\$36	\$264	\$7,273	\$8,050

TOTAL EXPENSES	\$0	\$13,794	\$50,638	\$7,973	\$12,869	\$636,448	\$721,722
-----------------------	-----	----------	----------	---------	----------	-----------	-----------

SURPLUS (DEFICIT)	\$0	(\$6,105)	(\$38,002)	(\$6,762)	\$5,320	(\$636,448)	(\$681,997)
--------------------------	-----	-----------	------------	-----------	---------	-------------	-------------

AVERAGE INCOME	\$0	\$366	\$211	\$202	\$379	\$0	\$27
AVERAGE EXPENSE	0	657	844	1,329	268	483	497
SURPLUS (DEFICIT)	\$0	(\$291)	(\$633)	(\$1,127)	\$111	(\$483)	(\$470)

FIRST QUARTER 2012

PRESCRIPTION REPORT

SCRIPTS PROCESSED	SCRIPT/ADM COST	PHARMACY PAYMENT	TOTAL
17,325	\$14,001	\$1,466,723	\$1,480,724

MISCELLANEOUS EXPENSES

CATEGORY	COST
ACCOUNTING	\$8,649
ACT & CONSULTING	21,735
ACCURINT	12
COMPUFACTS	3,105
CONFERENCE EXPENSE	1,585
INVESTMENT MANAGEMENT	8,087
LEGAL	30,763
MEETING EXPENSE	2,456
POSTAGE	8,085
PRINTING	5,866
TELEPHONE	249
VENDOR IMPLEMENTATION FEES	477
TOTAL	\$91,069

2012
QUARTERLY RECAP

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
CONTRIBUTIONS REC'D	\$11,367,392				\$11,367,392
CONTRIBUTIONS OUTSTANDING	0				0
RETIREE INCOME	241,859				241,859
INT. & DIVIDENDS	148,709				148,709
MISCELLANEOUS INCOME	0				0

TOTAL INCOME	\$11,757,960	\$0	\$0	\$0	\$11,757,960
--------------	--------------	-----	-----	-----	--------------

EXPENSES					
MEDICAL	\$6,751,446				\$6,751,446
LIFE & AD & D	62,700				62,700
DISABILITY	380,921				380,921
DENTAL	594,215				594,215
OPTICAL	81,361				81,361
DRUG	1,394,890				1,394,890
RETIREES	1,035,277				1,035,277
MEDICAL ADM.	172,679				172,679
MENTAL HEALTH MANAGER	199,756				199,756
EAP	5,015				5,015
PPO	328,631				328,631
UM/DM	166,532				166,532
SUBTOTAL	\$11,173,423	\$0	\$0	\$0	\$11,173,423

RATING EXPENSE					
ADMINISTRATION	\$241,069				\$241,069
ADMINISTRATION HIPAA	4,872				4,872
MISCELLANEOUS	91,069				91,069
SUBTOTAL	\$337,010	\$0	\$0	\$0	\$337,010

TOTAL EXPENSES	\$11,510,433	\$0	\$0	\$0	\$11,510,433
----------------	--------------	-----	-----	-----	--------------

SURPLUS (DEFICIT)	\$247,527	\$0	\$0	\$0	\$247,527
-------------------	-----------	-----	-----	-----	-----------

TOTAL PARTICIPANTS	7,337				7,337
--------------------	-------	--	--	--	-------

FUND BALANCE	\$16,181,792				
--------------	--------------	--	--	--	--

**FOURTH QUARTER 2011
QUARTERLY RECAP**

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
CONTRIBUTIONS REC'D	\$11,536,968	\$14,723,685	\$12,129,876	\$9,671,438	\$48,061,967
CONTRIBUTIONS OUTSTANDING					0
RETIREE INCOME	249,880	246,187	243,113	243,759	982,939
INT. & DIVIDENDS	169,539	153,592	140,637	163,187	626,955
MISCELLANEOUS INCOME	9,002	26,525	101,156	61,606	198,289

TOTAL INCOME	\$11,965,389	\$15,149,989	\$12,614,782	\$10,139,990	\$49,870,150
--------------	--------------	--------------	--------------	--------------	--------------

EXPENSES					
MEDICAL	\$7,662,440	\$9,006,043	\$8,989,402	\$7,479,088	\$33,136,973
LIFE & AD & D	77,654	66,139	66,719	66,296	276,808
DISABILITY	479,650	550,994	529,044	371,325	1,931,013
DENTAL	637,488	658,384	627,448	603,734	2,527,054
OPTICAL	87,473	86,879	85,570	84,827	344,749
DRUG	1,561,950	1,660,212	1,581,595	1,474,664	6,278,421
RETIREES	842,813	1,230,895	1,181,712	949,459	4,204,879
MEDICAL ADM.	184,063	184,488	190,089	179,675	738,315
MENTAL HEALTH MANAGER	200,882	137,381	215,574	128,747	682,584
EAP	5,468	5,441	5,409	5,233	21,551
PPO	294,388	302,983	302,770	331,166	1,231,307
UM/DM	190,603	175,216	175,898	172,069	713,786
SUBTOTAL	\$12,224,872	\$14,065,055	\$13,951,230	\$11,846,283	\$52,087,440

C. RATING EXPENSE					
ADMINISTRATION	(\$133,691)	\$259,178	\$261,080	\$259,887	\$646,454
ADMINISTRATION HIPAA	(4,062)	5,419	5,437	5,407	12,201
MISCELLANEOUS	144,952	146,013	237,350	225,660	753,975
SUBTOTAL	\$7,199	\$410,610	\$503,867	\$490,954	\$1,412,630

TOTAL EXPENSES	\$12,232,071	\$14,475,665	\$14,455,097	\$12,337,237	\$53,500,070
----------------	--------------	--------------	--------------	--------------	--------------

SURPLUS (DEFICIT)	(\$266,682)	\$674,324	(\$1,840,315)	(\$2,197,247)	(\$3,629,920)
-------------------	-------------	-----------	---------------	---------------	---------------

TOTAL PARTICIPANTS	8,206	8,399	7,300	7,277	7,796
--------------------	-------	-------	-------	-------	-------

FUND BALANCE	\$18,132,140	\$19,905,034	\$18,414,291	\$18,097,343	
--------------	--------------	--------------	--------------	--------------	--

CONTRACT INFORMATION
MAINTENANCE OF BENEFITS
FIRST QUARTER 2012

CONTRACT EXP.	COMPANY	PLAN	RATES
04-30-12*	ACE SUSHI	Z	\$1,569.95
		Z	\$559.09
		Z	\$1,136.63
09-30-12	PERKINS MGMT	Z	\$1,569.95
		Z	\$559.09
		Z	\$1,136.63
06-30-13	DELMARVA UFCW	JSS-2	\$1,208.68
05-29-13	FARMER'S MARKET	JSS-2	\$1,211.47
		Y	\$813.48
		Y	\$511.79
		Y	\$1,154.79
		Y20	\$491.79
		Y20	\$207.79
02-19-12	KELCO F.C.U.	JS	\$920.73
03-30-13	KROGER	K2	\$633.06
		K2	\$257.47
		K2	\$1,009.19
		K20	\$319.40
		K20	\$109.57
03-31-13	MAGRUDERS	JSS-2	\$1,211.47
		Y	\$813.48
		Y	\$511.79
		Y	\$1,154.79
		Y20	\$491.79
		Y20	\$207.79
07-07-12	METRO/BASICS	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22
03-31-13	RETAIL BRAND ALLIANCE	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
03-31-12	SAFEWAY VALLEY	JSS-2	\$1,208.68
		S	\$1.61
07-07-12	SHOPPERS FOOD	JSS-2	\$1,208.68
07-07-12	SHOPPERS FOOD 27	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22

*ON EXTENSION PER LOCAL 400

07-07-12	SHOPPERS FOOD 400	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22
01-03-15	UNION COMMUNICATION SVCS	Y	\$810.69
03-31-12*	UNION LEADER	JSS2	\$1,208.68
	UFCW LOCAL 400 TEMP	JSS2	\$1,208.68
		K2	\$633.06
		K20	\$319.40
		Y	\$810.69

*CONTRACT NOT RENEWED

**UFCW UNIONS AND PARTICIPATING EMPLOYERS
HEALTH AND WELFARE FUND
DELINQUENCY REPORT
FIRST QUARTER 2012**

**FIRST QUARTER 2012
DELINQUENCY REPORT**

PRIOR QUARTERS

		ESTIMATED CONTRIBUTION DUE	INTEREST DUE	TOTAL DUE	REFERRED TO LEGAL
EMPLOYER	PERIOD				

TOTALS					
---------------	--	--	--	--	--

CURRENT QUARTER

EMPLOYER	DELINQ. MO	DATE PAID	1ST LETTER	2ND LETTER	LEGAL

LATE PAYERS

--

**UFCW UNIONS AND PARTICIPATING EMPLOYERS
HEALTH & WELFARE FUND
SECOND QUARTER 2012**

ADMINISTRATIVE MANAGER'S REPORT

SECOND QUARTER 2012
PLAN JS

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KELCO	\$920.73	12	\$33,147	
COBRA		1	965	
TOTAL		13	\$34,112	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$1,887
HMO	0
LIFE & AD & D	33
DISABILITY	0
DENTAL	1,641
OPTICAL	180
DRUG	8,754
RETIREEES	14,390
MEDICAL ADM.	458
MENTAL HEALTH MANAGER	99
PPO	298
UM/DM	332
SUB TOTAL	\$28,072

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$427
ADMINISTRATION HIPAA	9
MISCELLANEOUS	194
SUB TOTAL	\$630

TOTAL EXPENSES	\$28,702
-----------------------	-----------------

SURPLUS (DEFICIT)	\$5,410
--------------------------	----------------

AVERAGE INCOME	\$875
AVERAGE EXPENSE	736
SURPLUS (DEFICIT)	\$139

SECOND QUARTER 2012
PLAN JSS-2

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
DELMARVA	\$1,208.68	2	\$7,251	
FARMER'S MARKET	1,211.47	0	0	
MAGRUDERS FT	1,211.47	29	105,399	
MAGRUDERS PT	1,211.47	13	47,247	
SAFEWAY VALLEY FT	1,208.68	4	13,296	
SAFEWAY VALLEY PT	1,208.68	5	19,338	
SHOPPERS FOOD 400 FT	1,208.68	523	1,897,628	
SHOPPERS FOOD 400 PT	1,208.68	219	792,895	
UFCW 400 TEMP FT	1,208.68	4	15,713	
COBRA		2	6,152	
HMO COPAYS			6,580	
TOTAL		801	\$2,911,499	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$1,525,263
HMO	23,978
LIFE & AD & D	6,751
DISABILITY	117,353
DENTAL	97,608
OPTICAL	10,931
DRUG	499,528
RETIREES	886,636
MEDICAL ADM.	27,899
MENTAL HEALTH MANAGER	16,861
PPO	18,212
UM/DM	20,428
SUB TOTAL	\$3,251,448

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$26,254
ADMINISTRATION HIPAA	632
MISCELLANEOUS	11,970
SUB TOTAL	\$38,856

TOTAL EXPENSES	\$3,290,304
-----------------------	--------------------

SURPLUS (DEFICIT)	(\$378,805)
--------------------------	--------------------

AVERAGE INCOME	\$1,212
AVERAGE EXPENSE	1,369
SURPLUS (DEFICIT)	(\$157)

SECOND QUARTER 2012
PLAN K2 FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$633.06	1,201	\$2,280,807	
UFCW 400 TEMP FT	633.06	1	1,899	
COBRA		11	13,462	
TOTAL		1,213	\$2,296,168	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$1,467,352
LIFE & AD & D	17,081
DISABILITY	98,442
DENTAL	124,134
OPTICAL	16,048
RETIREEES	258,698
MEDICAL ADM.	41,569
MENTAL HEALTH MANAGER	68,279
EAP	2,391
PPO	56,947
UM/DM	30,936
SUB TOTAL	\$2,181,877

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$39,757
ADMINISTRATION HIPAA	959
MISCELLANEOUS	18,129
SUB TOTAL	\$58,845

TOTAL EXPENSES	\$2,240,722
-----------------------	--------------------

SURPLUS (DEFICIT)	\$55,446
--------------------------	-----------------

AVERAGE INCOME	\$631
AVERAGE EXPENSE	616
SURPLUS (DEFICIT)	\$15

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

SECOND QUARTER 2012
PLAN K2 PART TIME INDIVIDUAL

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$257.47	156	\$120,754	
COBRA		1	677	
TOTAL		157	\$121,431	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$134,899
LIFE & AD & D	576
DISABILITY	3,970
DENTAL	6,895
OPTICAL	1,373
RETIREEES	32,337
MEDICAL ADM.	3,804
MENTAL HEALTH MANAGER	1,486
EAP	210
PPO	7,370
UM/DM	4,003
SUB TOTAL	\$196,923

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$5,146
ADMINISTRATION HIPAA	124
MISCELLANEOUS	2,347
SUB TOTAL	\$7,617

TOTAL EXPENSES	\$204,540
-----------------------	------------------

SURPLUS (DEFICIT)	(\$83,109)
--------------------------	-------------------

AVERAGE INCOME	\$258
AVERAGE EXPENSE	434
SURPLUS (DEFICIT)	(\$176)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

SECOND QUARTER 2012
PLAN K2 PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$1,009.19	3	\$9,084	
TOTAL		3	\$9,084	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$73,228
LIFE & AD & D	24
DISABILITY	3,751
DENTAL	547
OPTICAL	54
RETIRES	2,940
MEDICAL ADM.	141
MENTAL HEALTH MANAGER	30
EAP	8
PPO	223
UM/DM	77
SUB TOTAL	\$81,023

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$98
ADMINISTRATION HIPAA	3
MISCELLANEOUS	45
SUB TOTAL	\$146

TOTAL EXPENSES	\$81,169
-----------------------	-----------------

SURPLUS (DEFICIT)	(\$72,085)
--------------------------	-------------------

AVERAGE INCOME	\$1,009
AVERAGE EXPENSE	9,019
SURPLUS (DEFICIT)	(\$8,010)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

**SECOND QUARTER 2012
PLAN K20 FULL TIME**

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$319.40	804	\$770,393	
UFCW 400 TEMP FT	319.40	2	1,917	
COBRA		1	587	
TOTAL		807	\$772,897	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$712,295
LIFE & AD & D	2,955
DISABILITY	22,717
DENTAL	61,969
OPTICAL	9,086
MEDICAL ADM.	22,856
MENTAL HEALTH MANAGER	51,509
PPO	37,886
UM/DM	20,582
SUB TOTAL	\$941,855

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$26,450
ADMINISTRATION HIPAA	636
MISCELLANEOUS	12,061
SUB TOTAL	\$39,147

TOTAL EXPENSES	\$981,002
-----------------------	------------------

SURPLUS (DEFICIT)	(\$208,105)
--------------------------	--------------------

AVERAGE INCOME	\$319
AVERAGE EXPENSE	405
SURPLUS (DEFICIT)	(\$86)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

SECOND QUARTER 2012
PLAN K20 PART TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$109.57	828	\$272,069	
COBRA		1	521	
TOTAL		829	\$272,590	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$86,026
LIFE & AD & D	871
DISABILITY	3,968
DENTAL	15,807
OPTICAL	3,188
MEDICAL ADM.	10,636
MENTAL HEALTH MANAGER	7,289
PPO	38,918
UM/DM	21,142
SUB TOTAL	\$187,845

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$27,172
ADMINISTRATION HIPAA	653
MISCELLANEOUS	12,391
SUB TOTAL	\$40,216

TOTAL EXPENSES	\$228,061
-----------------------	------------------

SURPLUS (DEFICIT)	\$44,529
--------------------------	-----------------

AVERAGE INCOME	\$110
AVERAGE EXPENSE	92
SURPLUS (DEFICIT)	\$18

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

SECOND QUARTER 2012
PLAN RICHMOND TIDEWATER

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER R/T		1,141	\$2,412,515	
COBRA		5	4,867	
TOTAL		1,146	\$2,417,382	\$0

BENEFIT EXPENSES	COST
AETNA DENTAL	\$13,509
AETNA DENTAL CLAIMS	106,864
ASO PROVIDER	1,962,010
DRUG	231,965
METLIFE	18,402
GVS OPTICAL	12,798
SUB TOTAL	\$2,345,548

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$37,521
MISCELLANEOUS	17,127
SUB TOTAL	\$54,648

TOTAL EXPENSES	\$2,400,196
-----------------------	--------------------

SURPLUS (DEFICIT)	\$17,186
--------------------------	-----------------

AVERAGE INCOME	\$703
AVERAGE EXPENSE	698
SURPLUS (DEFICIT)	\$5

SECOND QUARTER 2012
PLAN S

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
SAFEWAY VALLEY FT	\$1.61	1	\$820	
SAFEWAY VALLEY PT	1.61	2	601	
TOTAL		3	\$1,421	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$0
LIFE & AD & D	0
DISABILITY	0
DENTAL	0
OPTICAL	0
DRUG	0
RETIRES	3,321
MEDICAL ADM.	36
PPO	5
UM/DM	77
SUB TOTAL	\$3,439

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$98
ADMINISTRATION HIPAA	3
MISCELLANEOUS	45
SUB TOTAL	\$146

TOTAL EXPENSES	\$3,585
-----------------------	----------------

SURPLUS (DEFICIT)	(\$2,164)
--------------------------	------------------

AVERAGE INCOME	\$158
AVERAGE EXPENSE	398
SURPLUS (DEFICIT)	(\$240)

SECOND QUARTER 2012
PLAN Y FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET	\$813.48	0	\$0	
MAGRUDERS	813.48	5	12,201	
METRO/BASICS	810.69	285	693,951	
RETAIL BRAND ALLIANCE	810.69	19	46,209	
SHOPPERS 400	810.69	162	394,805	
UNION COMMUNICATION	810.69	3	7,296	
UFCW 400 TEMP FT	810.69	2	4,053	
COBRA		5	7,883	
HMO COPAYS			1,536	
TOTAL		481	\$1,167,934	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$649,574
HMO	61,577
LIFE & AD & D	5,044
DISABILITY	84,003
DENTAL	51,228
OPTICAL	6,614
DRUG	270,923
MEDICAL ADM.	14,516
MENTAL HEALTH MANAGER	18,599
EAP	863
PPO	9,671
UM/DM	12,267
SUB TOTAL	\$1,184,879

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$15,766
ADMINISTRATION HIPAA	379
MISCELLANEOUS	7,188
SUB TOTAL	\$23,333

TOTAL EXPENSES	\$1,208,212
-----------------------	--------------------

SURPLUS (DEFICIT)	(\$40,278)
--------------------------	-------------------

AVERAGE INCOME	\$809
AVERAGE EXPENSE	837
SURPLUS (DEFICIT)	(\$28)

**SECOND QUARTER 2012
PLAN Y PART TIME INDIVIDUAL**

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET	\$511.79	0	\$0	
MAGRUDERS	511.79	10	15,354	
METRO/BASICS	431.22	212	274,256	
RETAIL BRAND ALLIANCE	431.22	0	0	
SHOPPERS 400 ¹	431.22	526	680,034	
COBRA		8	12,369	
HMO COPAYS			525	
TOTAL		756	\$982,538	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$467,209
HMO	9,220
LIFE & AD & D	2,763
DISABILITY	37,510
DENTAL	36,824
OPTICAL	7,179
DRUG	183,638
MEDICAL ADM.	19,544
MENTAL HEALTH MANAGER	2,205
EAP	1,060
PPO	13,359
UM/DM	19,281
SUB TOTAL	\$799,792

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$24,778
ADMINISTRATION HIPAA	596
MISCELLANEOUS	11,299
SUB TOTAL	\$36,673

TOTAL EXPENSES	\$836,465
-----------------------	------------------

SURPLUS (DEFICIT)	\$146,073
--------------------------	------------------

AVERAGE INCOME	\$433
AVERAGE EXPENSE	369
SURPLUS (DEFICIT)	\$64

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

SECOND QUARTER 2012
PLAN Y PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
MAGRUDERS	\$1,154.79	0	\$0	
METRO/BASICS	983.97	96	282,399	
SHOPPERS 400 ¹	983.97	163	480,177	
HMO COPAYS			2,256	
TOTAL		259	\$764,832	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$443,874
HMO	6,295
LIFE & AD & D	1,289
DISABILITY	15,252
DENTAL	33,439
OPTICAL	3,354
DRUG	197,383
MEDICAL ADM.	8,604
MENTAL HEALTH MANAGER	7,829
EAP	485
PPO	5,649
UM/DM	6,605
SUB TOTAL	\$730,058

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$8,488
ADMINISTRATION HIPAA	203
MISCELLANEOUS	3,872
SUB TOTAL	\$12,563

TOTAL EXPENSES	\$742,621
-----------------------	------------------

SURPLUS (DEFICIT)	\$22,211
--------------------------	-----------------

AVERAGE INCOME	\$984
AVERAGE EXPENSE	956
SURPLUS (DEFICIT)	\$28

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

SECOND QUARTER 2012
PLAN Y20 FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
METRO/BASICS	\$452.32	28	\$37,995	
SHOPPERS 400	452.32	30	40,257	
COBRA		1	2,830	
TOTAL		59	\$81,082	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$68,747
HMO	11,497
LIFE & AD & D	940
DISABILITY	9,664
DENTAL	7,534
OPTICAL	1,207
DRUG	17,760
MEDICAL ADM.	2,252
MENTAL HEALTH MANAGER	599
PPO	1,454
UM/DM	1,505
SUB TOTAL	\$123,159

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$1,934
ADMINISTRATION HIPAA	46
MISCELLANEOUS	882
SUB TOTAL	\$2,862

TOTAL EXPENSES	\$126,021
-----------------------	------------------

SURPLUS (DEFICIT)	(\$44,939)
--------------------------	-------------------

AVERAGE INCOME	\$458
AVERAGE EXPENSE	712
SURPLUS (DEFICIT)	(\$254)

SECOND QUARTER 2012
PLAN Y20 PART TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET	\$207.79	3	\$1,869	
MAGRUDERS	207.79	27	17,039	
METRO/BASICS ¹	144.22	336	145,230	
SHOPPERS 400	144.22	437	189,073	
COBRA		7	2,018	
HMO COPAYS			502	
TOTAL		810	\$355,731	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$261,489
HMO	809
LIFE & AD & D	2,927
DISABILITY	7,675
DENTAL	36,603
OPTICAL	7,532
DRUG	67,749
MEDICAL ADM.	19,448
MENTAL HEALTH MANAGER	5,669
PPO	13,466
UM/DM	20,658
SUB TOTAL	\$444,025

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$26,549
ADMINISTRATION HIPAA	639
MISCELLANEOUS	12,105
SUB TOTAL	\$39,293

TOTAL EXPENSES	\$483,318
-----------------------	------------------

SURPLUS (DEFICIT)	(\$127,587)
--------------------------	--------------------

AVERAGE INCOME	\$146
AVERAGE EXPENSE	199
SURPLUS (DEFICIT)	(\$53)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

SECOND QUARTER 2012
PLAN Z FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
ACE SUSHI	\$1,569.95	0	\$0	
TOTAL		0	\$0	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$0
HMO	0
LIFE & AD & D	0
DISABILITY	0
DENTAL	0
OPTICAL	0
DRUG	0
MEDICAL ADM.	0
MENTAL HEALTH MANAGER	0
EAP	0
PPO	0
UM/DM	0
SUB TOTAL	\$0

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$0
ADMINISTRATION HIPAA	0
MISCELLANEOUS	0
SUB TOTAL	\$0

TOTAL EXPENSES	\$0
----------------	-----

SURPLUS (DEFICIT)	\$0
-------------------	-----

AVERAGE INCOME	\$0
AVERAGE EXPENSE	\$0
SURPLUS (DEFICIT)	\$0

SECOND QUARTER 2012
PLAN Z PART TIME INDIVIDUAL

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
ACE SUSHI	\$559.09	0	\$0	
PERKINS MANAGEMENT SERVICES	559.09	5	8,385	
TOTAL		5	\$8,385	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$8,993
HMO	0
LIFE & AD & D	6
DISABILITY	508
DENTAL	325
OPTICAL	59
DRUG	718
MEDICAL ADM.	176
MENTAL HEALTH MANAGER	39
EAP	12
PPO	114
UM/DM	128
SUB TOTAL	\$11,078

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$164
ADMINISTRATION HIPAA	3
MISCELLANEOUS	74
SUB TOTAL	\$241

TOTAL EXPENSES	\$11,319
-----------------------	-----------------

SURPLUS (DEFICIT)	(\$2,934)
--------------------------	------------------

AVERAGE INCOME	\$559
AVERAGE EXPENSE	755
SURPLUS (DEFICIT)	(\$196)

SECOND QUARTER 2012
PLAN Z PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
	\$1,136.63	0	\$0	
TOTAL		0	\$0	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$0
HMO	0
LIFE & AD & D	0
DISABILITY	0
DENTAL	0
OPTICAL	0
DRUG	0
MEDICAL ADM.	0
MENTAL HEALTH MANAGER	0
EAP	0
PPO	0
UM/DM	0
SUB TOTAL	\$0

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$0
ADMINISTRATION HIPAA	0
MISCELLANEOUS	0
SUB TOTAL	\$0

TOTAL EXPENSES	\$0
-----------------------	------------

SURPLUS (DEFICIT)	\$0
--------------------------	------------

AVERAGE INCOME	\$0
AVERAGE EXPENSE	0
SURPLUS (DEFICIT)	\$0

SECOND QUARTER 2012
K2 RETIREES

INCOME	CO-PAY	CO-PAY	CO-PAY	CO-PAY	CO-PAY	CO-PAY	COMBINED
RA	\$140.00	\$172.00	\$209.00	\$241.00	\$311.00	\$343.00	
NO OF EMP.	175	83	71	18	28	3	378
TOTAL INCOME	\$73,985	\$43,344	\$45,186	\$11,568	\$24,880	\$3,087	\$202,050

BENEFIT EXP							COMBINED
MEDICAL	\$106,736	\$50,731	\$43,019	\$11,161	\$16,842	\$1,826	\$230,315
DENTAL	11,596	5,630	4,744	1,153	1,796	200	25,119
OPTICAL	2,391	1,136	963	251	378	39	5,158
MEDICAL ADM.	6,138	2,981	2,512	610	950	106	13,297
MENTAL HEALTH MANAGER	1,474	716	603	147	227	26	3,193
PPO	0	6,272	0	1,380	0	226	7,878
UM/DM	0	2,132	0	469	0	77	2,678
SUBTOTAL	\$128,335	\$69,598	\$51,841	\$15,171	\$20,193	\$2,500	\$287,638

OPERATING EXP							
ADMINISTRATION	\$2,798	\$1,330	\$1,128	\$293	\$441	\$48	\$6,038
ADMINISTRATION HIPAA	139	66	55	15	21	3	299
SUBTOTAL	\$2,937	\$1,396	\$1,183	\$308	\$462	\$51	\$6,337

TOTAL EXPENSES	\$131,272	\$70,994	\$53,024	\$15,479	\$20,655	\$2,551	\$293,975
----------------	-----------	----------	----------	----------	----------	---------	-----------

SURPLUS (DEFICIT)	(\$57,287)	(\$27,650)	(\$7,838)	(\$3,911)	\$4,225	\$536	(\$91,925)
-------------------	------------	------------	-----------	-----------	---------	-------	------------

AVERAGE INCOME	\$141	\$174	\$212	\$214	\$296	\$343	\$178
AVERAGE EXPENSE	250	285	249	287	246	283	259
SURPLUS (DEFICIT)	(\$109)	(\$111)	(\$37)	(\$73)	\$50	\$60	(\$81)

**SECOND QUARTER 2012
RETIREES**

TIME	CO-PAY	CO-PAY	CO-PAY	CO-PAY	CO-PAY	CO-PAY	COMBINED
RATE	\$377.19	\$366.10	\$188.59	\$173.06	PLAN T	NONE	
NO OF EMP.	0	6	19	2	16	448	491
TOTAL INCOME	\$0	\$6,590	\$11,695	\$865	\$19,394	\$0	\$38,544

BENEFIT EXP							COMBINED
MEDICAL	\$0	\$1,296	\$6,957	\$0	\$2,384	\$562,079	\$572,716
DENTAL	0	545	1,896	171	1,140	40,684	44,436
OPTICAL	0	93	298	27	221	6,166	6,805
DRUG	0	7,340	24,830	6,504	8,875	205,046	252,595
MEDICAL ADM.	0	223	774	0	316	9,765	11,078
MENTAL HEALTH MANAGER	0	48	165	0	69	2,076	2,358
EAP	0	0	0	0	24	0	24
PPO	0	0	0	0	46	2,823	2,869
UM/DM	0	0	0	0	51	3,137	3,188
SUBTOTAL	\$0	\$9,545	\$34,920	\$6,702	\$13,126	\$831,776	\$896,069

OPERATING EXP							
ADMINISTRATION	\$0	\$106	\$346	\$33	\$255	\$7,150	\$7,890
ADMINISTRATION HIPAA	0	6	15	3	12	354	390
SUBTOTAL	\$0	\$112	\$361	\$36	\$267	\$7,504	\$8,280

TOTAL EXPENSES	\$0	\$9,657	\$35,281	\$6,738	\$13,393	\$839,280	\$904,349
-----------------------	-----	---------	----------	---------	----------	-----------	-----------

SURPLUS (DEFICIT)	\$0	(\$3,067)	(\$23,586)	(\$5,873)	\$6,001	(\$839,280)	(\$865,805)
--------------------------	-----	-----------	------------	-----------	---------	-------------	-------------

AVERAGE INCOME	\$0	\$366	\$205	\$144	\$404	\$0	\$26
AVERAGE EXPENSE	0	537	619	1,123	279	624	614
SURPLUS (DEFICIT)	\$0	(\$171)	(\$414)	(\$979)	\$125	(\$624)	(\$588)

SECOND QUARTER 2012

PRESCRIPTION REPORT

SCRIPTS PROCESSED	SCRIPT/ADM. COST	PHARMACY PAYMENT	TOTAL
17,024	\$13,657	\$1,485,392	\$1,499,049

MISCELLANEOUS EXPENSES

CATEGORY	COST
ACCOUNTING	\$885
ACT & CONSULTING	5,347
ACCURINT	9
BONDING & INSURANCE	24,520
COMPUFACTS	705
CONFERENCE EXPENSE	3,790
HEALTH CARE REFORM FEES	2,703
INVESTMENT MANAGEMENT	8,512
LEGAL	37,540
MED/SURG/UCR UPDATE	7,603
MEETING EXPENSE	2,886
POSTAGE	8,418
PRINTING	5,316
TELEPHONE	1,495
TOTAL	\$109,729

**SECOND QUARTER 2012
QUARTERLY RECAP**

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
CONTRIBUTIONS REC'D	\$11,367,392	\$12,197,086			\$23,564,478
CONTRIBUTIONS OUTSTANDING	0	0			0
RETIREE INCOME	241,859	240,594			482,453
INT. & DIVIDENDS	148,709	135,898			284,607
MISCELLANEOUS INCOME	0	0			0

TOTAL INCOME	\$11,757,960	\$12,573,578	\$0	\$0	\$24,331,538
--------------	--------------	--------------	-----	-----	--------------

EXPENSES					
MEDICAL	\$6,751,446	\$7,844,181			\$14,595,627
LIFE & AD & D	62,700	59,662			122,362
DISABILITY	380,921	404,813			785,734
DENTAL	594,215	594,928			1,189,143
OPTICAL	81,361	79,600			160,961
DRUG	1,394,890	1,478,418			2,873,308
RETIREES	1,035,277	1,198,322			2,233,599
MEDICAL ADM.	172,679	171,939			344,618
MENTAL HEALTH MANAGER	199,756	180,493			380,249
EAP	5,015	5,030			10,045
PPO	328,631	335,614			664,245
UM/DM	166,532	158,021			324,553
SUBTOTAL	\$11,173,423	\$12,511,021	\$0	\$0	\$23,684,444

ADMINISTRATIVE EXPENSE					
ADMINISTRATION	\$241,069	\$240,602			\$481,671
ADMINISTRATION HIPAA	4,872	4,885			9,757
MISCELLANEOUS	91,069	109,729			200,798
SUBTOTAL	\$337,010	\$355,216	\$0	\$0	\$692,226

TOTAL EXPENSES	\$11,510,433	\$12,866,237	\$0	\$0	\$24,376,670
----------------	--------------	--------------	-----	-----	--------------

SURPLUS (DEFICIT)	\$247,527	(\$292,659)	\$0	\$0	(\$45,132)
-------------------	-----------	-------------	-----	-----	------------

TOTAL PARTICIPANTS	7,337	7,342			7,340
--------------------	-------	-------	--	--	-------

FUND BALANCE	\$16,181,792	\$16,086,496			
--------------	--------------	--------------	--	--	--

2011
QUARTERLY RECAP

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
CONTRIBUTIONS REC'D	\$11,536,968	\$14,723,685	\$12,129,876	\$9,671,438	\$48,061,967
CONTRIBUTIONS OUTSTANDING					0
RETIREE INCOME	249,880	246,187	243,113	243,759	982,939
INT. & DIVIDENDS	169,539	153,592	140,637	163,187	626,955
MISCELLANEOUS INCOME	9,002	26,525	101,156	61,606	198,289

TOTAL INCOME	\$11,965,389	\$15,149,989	\$12,614,782	\$10,139,990	\$49,870,150
--------------	--------------	--------------	--------------	--------------	--------------

EXPENSES					
MEDICAL	\$7,662,440	\$9,006,043	\$8,989,402	\$7,479,088	\$33,136,973
LIFE & AD & D	77,654	66,139	66,719	66,296	276,808
DISABILITY	479,650	550,994	529,044	371,325	1,931,013
DENTAL	637,488	658,384	627,448	603,734	2,527,054
OPTICAL	87,473	86,879	85,570	84,827	344,749
DRUG	1,561,950	1,660,212	1,581,595	1,474,664	6,278,421
RETIREES	842,813	1,230,895	1,181,712	949,459	4,204,879
MEDICAL ADM.	184,063	184,488	190,089	179,675	738,315
MENTAL HEALTH MANAGER	200,882	137,381	215,574	128,747	682,584
EAP	5,468	5,441	5,409	5,233	21,551
PPO	294,388	302,983	302,770	331,166	1,231,307
UM/DM	190,603	175,216	175,898	172,069	713,786
SUBTOTAL	\$12,224,872	\$14,065,055	\$13,951,230	\$11,846,283	\$52,087,440

ADMINISTRATIVE EXPENSE					
ADMINISTRATION	(\$133,691)	\$259,178	\$261,080	\$259,887	\$646,454
ADMINISTRATION HIPAA	(4,062)	5,419	5,437	5,407	12,201
MISCELLANEOUS	144,952	146,013	237,350	225,660	753,975
SUBTOTAL	\$7,199	\$410,610	\$503,867	\$490,954	\$1,412,630

TOTAL EXPENSES	\$12,232,071	\$14,475,665	\$14,455,097	\$12,337,237	\$53,500,070
----------------	--------------	--------------	--------------	--------------	--------------

SURPLUS (DEFICIT)	(\$266,682)	\$674,324	(\$1,840,315)	(\$2,197,247)	(\$3,629,920)
-------------------	-------------	-----------	---------------	---------------	---------------

TOTAL PARTICIPANTS	8,206	8,399	7,300	7,277	7,796
--------------------	-------	-------	-------	-------	-------

FUND BALANCE	\$18,132,140	\$19,905,034	\$18,414,291	\$18,097,343	
--------------	--------------	--------------	--------------	--------------	--

CONTRACT INFORMATION
MAINTENANCE OF BENEFITS
SECOND QUARTER 2012

CONTRACT EXP.	COMPANY	PLAN	RATES
04-30-12*	ACE SUSHI	Z	\$1,569.95
		Z	\$559.09
		Z	\$1,136.63
09-30-12	PERKINS MGMT	Z	\$1,569.95
		Z	\$559.09
		Z	\$1,136.63
06-30-13	DELMARVA UFCW	JSS-2	\$1,208.68
05-29-13	FARMER'S MARKET	JSS-2	\$1,211.47
		Y	\$813.48
		Y	\$511.79
		Y	\$1,154.79
		Y20	\$491.79
		Y20	\$207.79
02-19-13	KELCO F.C.U.	JS	\$920.73
03-30-13	KROGER	K2	\$633.06
		K2	\$257.47
		K2	\$1,009.19
		K20	\$319.40
		K20	\$109.57
03-31-13	MAGRUDERS	JSS-2	\$1,211.47
		Y	\$813.48
		Y	\$511.79
		Y	\$1,154.79
		Y20	\$491.79
		Y20	\$207.79
07-07-12	METRO/BASICS	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22
03-31-13	RETAIL BRAND ALLIANCE	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
03-31-12	SAFEWAY VALLEY	JSS-2	\$1,208.68
		S	\$1.61
07-07-12	SHOPPERS FOOD	JSS-2	\$1,208.68
07-07-12	SHOPPERS FOOD 27	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22

*ON EXTENSION PER LOCAL 400

07-07-12	SHOPPERS FOOD 400	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22
01-03-15	UNION COMMUNICATION SVCS	Y	\$810.69
	UFCW LOCAL 400 TEMP	JSS2	\$1,208.68
		K2	\$633.06
		K20	\$319.40
		Y	\$810.69

**UFCW UNIONS AND PARTICIPATING EMPLOYERS
HEALTH AND WELFARE FUND
DELINQUENCY REPORT
SECOND QUARTER 2012**

SECOND QUARTER 2012
DELINQUENCY REPORT

PRIOR QUARTERS

EMPLOYER	PERIOD	ESTIMATED CONTRIBUTION DUE	INTEREST DUE	TOTAL DUE	REFERRED TO LEGAL

TOTALS

CURRENT QUARTER

EMPLOYER	DELINQ. MO.	DATE PAID	1ST LETTER	2ND LETTER	LEGAL
MAGRUDERS	MAY 2012	July 16, 2012	X		
MAGRUDERS	JUNE 2012	August 20, 2012	X		

LATE PAYERS
MAGRUDERS

**UFCW UNIONS AND PARTICIPATING EMPLOYERS
HEALTH & WELFARE FUND
THIRD QUARTER 2012**

ADMINISTRATIVE MANAGER'S REPORT

THIRD QUARTER 2012
PLAN JS

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KELCO	\$920.73	10	\$28,542	
COBRA		1	965	
TOTAL		11	\$29,507	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$8,488
HMO	0
LIFE & AD & D	33
DISABILITY	0
DENTAL	1,641
OPTICAL	181
DRUG	7,675
RETIREEES	13,675
MEDICAL ADM.	456
MENTAL HEALTH MANAGER	99
PPO	250
UM/DM	405
SUB TOTAL	\$32,903

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$371
ADMINISTRATION HIPAA	9
MISCELLANEOUS	195
SUB TOTAL	\$575

TOTAL EXPENSES	\$33,478
-----------------------	-----------------

SURPLUS (DEFICIT)	(\$3,971)
--------------------------	------------------

AVERAGE INCOME	\$894
AVERAGE EXPENSE	1,014
SURPLUS (DEFICIT)	(\$120)

THIRD QUARTER 2012
PLAN JSS-2

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
DELMARVA	\$1,208.68	2	\$7,251	
FARMER'S MARKET	1,211.47	0	0	
MAGRUDERS FT	1,211.47	29	105,399	
MAGRUDERS PT	1,211.47	13	47,247	
SAFEWAY VALLEY FT	1,208.68	3	10,878	
SAFEWAY VALLEY PT ¹	1,208.68	3	9,669	
SHOPPERS FOOD 400 FT	1,208.68	520	1,887,958	
SHOPPERS FOOD 400 PT	1,208.68	214	774,764	
UFCW 400 TEMP FT	1,208.68	5	16,921	
COBRA		1	3,332	
HMO COPAYS			8,493	
TOTAL		790	\$2,871,912	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$1,237,053
HMO	29,764
LIFE & AD & D	6,671
DISABILITY	69,447
DENTAL	96,407
OPTICAL	10,995
DRUG	479,415
RETIREEES	982,073
MEDICAL ADM.	28,380
MENTAL HEALTH MANAGER	42,976
PPO	15,609
UM/DM	24,486
SUB TOTAL	\$3,023,276

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$26,663
ADMINISTRATION HIPAA	644
MISCELLANEOUS	14,042
SUB TOTAL	\$41,349

TOTAL EXPENSES	\$3,064,625
-----------------------	--------------------

SURPLUS (DEFICIT)	(\$192,713)
--------------------------	--------------------

AVERAGE INCOME	\$1,212
AVERAGE EXPENSE	1,293
SURPLUS (DEFICIT)	(\$81)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS

THIRD QUARTER 2012
PLAN K2 FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$633.06	1,185	\$2,250,529	
UFCW 400 TEMP FT	633.06	2	3,165	
COBRA		10	12,776	
TOTAL		1,197	\$2,266,470	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$1,771,382
LIFE & AD & D	17,054
DISABILITY	139,677
DENTAL	123,910
OPTICAL	16,298
RETIREES	373,034
MEDICAL ADM.	42,455
MENTAL HEALTH MANAGER	29,227
EAP	2,388
PPO	55,476
UM/DM	36,697
SUB TOTAL	\$2,607,598

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$40,400
ADMINISTRATION HIPAA	975
MISCELLANEOUS	21,278
SUB TOTAL	\$62,653

TOTAL EXPENSES	\$2,670,251
-----------------------	--------------------

SURPLUS (DEFICIT)	(\$403,781)
--------------------------	--------------------

AVERAGE INCOME	\$681
AVERAGE EXPENSE	744
SURPLUS (DEFICIT)	(\$113)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

THIRD QUARTER 2012
PLAN K2 PART TIME INDIVIDUAL

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$257.47	171	\$131,825	
TOTAL		171	\$131,825	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$43,877
LIFE & AD & D	654
DISABILITY	375
DENTAL	7,715
OPTICAL	1,543
RETIREEES	51,453
MEDICAL ADM.	4,167
MENTAL HEALTH MANAGER	993
EAP	235
PPO	7,925
UM/DM	3,614
SUB TOTAL	\$122,551

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$5,771
ADMINISTRATION HIPAA	138
MISCELLANEOUS	3,039
SUB TOTAL	\$8,948

TOTAL EXPENSES	\$131,499
----------------	-----------

SURPLUS (DEFICIT)	\$326
-------------------	-------

AVERAGE INCOME	\$257
AVERAGE EXPENSE	256
SURPLUS (DEFICIT)	\$1

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

THIRD QUARTER 2012
PLAN K2 PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$1,009.19	3	\$9,084	
TOTAL		3	\$9,084	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$19,249
LIFE & AD & D	24
DISABILITY	935
DENTAL	501
OPTICAL	56
RETIREEES	4,288
MEDICAL ADM.	132
MENTAL HEALTH MANAGER	61
EAP	7
PPO	222
UM/DM	125
SUB TOTAL	\$25,600

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$102
ADMINISTRATION HIPAA	3
MISCELLANEOUS	54
SUB TOTAL	\$159

TOTAL EXPENSES	\$25,759
-----------------------	-----------------

SURPLUS (DEFICIT)	(\$16,675)
--------------------------	-------------------

AVERAGE INCOME	\$1,009
AVERAGE EXPENSE	2,862
SURPLUS (DEFICIT)	(\$1,853)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

THIRD QUARTER 2012
PLAN K20 FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$319.40	770	\$737,814	
UFCW 400 TEMP FT	319.40	1	958	
COBRA		3	1,699	
TOTAL		774	\$740,471	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$660,779
LIFE & AD & D	2,758
DISABILITY	22,641
DENTAL	57,962
OPTICAL	8,520
MEDICAL ADM.	22,027
MENTAL HEALTH MANAGER	9,724
PPO	35,872
UM/DM	19,126
SUB TOTAL	\$839,409

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$26,123
ADMINISTRATION HIPAA	629
MISCELLANEOUS	13,757
SUB TOTAL	\$40,509

TOTAL EXPENSES	\$879,918
-----------------------	------------------

SURPLUS (DEFICIT)	(\$139,447)
--------------------------	--------------------

AVERAGE INCOME	\$319
AVERAGE EXPENSE	379
SURPLUS (DEFICIT)	(\$60)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

THIRD QUARTER 2012
PLAN K20 PART TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER ¹	\$109.57	827	\$271,953	
COBRA		2	681	
TOTAL		829	\$272,634	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$235,526
LIFE & AD & D	889
DISABILITY	4,555
DENTAL	16,982
OPTICAL	3,512
MEDICAL ADM.	10,809
MENTAL HEALTH MANAGER	5,338
PPO	38,420
UM/DM	9,377
SUB TOTAL	\$325,408

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$27,979
ADMINISTRATION HIPAA	674
MISCELLANEOUS	14,736
SUB TOTAL	\$43,389

TOTAL EXPENSES	\$368,797
-----------------------	------------------

SURPLUS (DEFICIT)	(\$96,163)
--------------------------	-------------------

AVERAGE INCOME	\$110
AVERAGE EXPENSE	148
SURPLUS (DEFICIT)	(\$38)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

THIRD QUARTER 2012
PLAN RICHMOND TIDEWATER

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
KROGER R/T		1,129	\$2,241,978	
COBRA		6	6,092	
TOTAL		1,135	\$2,248,070	\$0

BENEFIT EXPENSES	COST
AETNA DENTAL	\$13,231
AETNA DENTAL CLAIMS	97,806
ASO PROVIDER	1,826,028
DRUG	207,705
METLIFE	17,775
GVS OPTICAL	12,323
SUB TOTAL	\$2,174,868

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$37,973
MISCELLANEOUS	20,175
SUB TOTAL	\$58,148

TOTAL EXPENSES	\$2,233,016
-----------------------	--------------------

SURPLUS (DEFICIT)	\$15,054
--------------------------	-----------------

AVERAGE INCOME	\$660
AVERAGE EXPENSE	656
SURPLUS (DEFICIT)	\$4

THIRD QUARTER 2012
PLAN 8

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
SAFEWAY VALLEY FT	\$1.61	1	\$821	
SAFEWAY VALLEY PT	1.61	2	636	
TOTAL		3	\$1,457	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$0
LIFE & AD & D	0
DISABILITY	0
DENTAL	0
OPTICAL	0
DRUG	0
RETIREEES	3,730
MEDICAL ADM.	36
PPO	4
UM/DM	32
SUB TOTAL	\$3,802

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$102
ADMINISTRATION HIPAA	3
MISCELLANEOUS	54
SUB TOTAL	\$159

TOTAL EXPENSES	\$3,961
-----------------------	----------------

SURPLUS (DEFICIT)	(\$2,504)
--------------------------	------------------

AVERAGE INCOME	\$182
AVERAGE EXPENSE	440
SURPLUS (DEFICIT)	(\$278)

THIRD QUARTER 2012
PLAN Y FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET	\$813.48	0	\$0	
MAGRUDERS	813.48	5	12,201	
METRO/BASICS	810.69	282	685,844	
RETAIL BRAND ALLIANCE	810.69	18	44,587	
SHOPPERS 400	810.69	160	388,321	
UNION COMMUNICATION	810.69	3	7,296	
UFCW 400 TEMP FT	810.69	1	1,622	
COBRA		4	6,932	
HMO COPAYS			4,540	
TOTAL		473	\$1,151,343	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$638,528
HMO	56,178
LIFE & AD & D	4,450
DISABILITY	70,589
DENTAL	48,678
OPTICAL	5,981
DRUG	226,199
MEDICAL ADM.	14,568
MENTAL HEALTH MANAGER	13,079
EAP	813
PPO	8,122
UM/DM	12,616
SUB TOTAL	\$1,099,801

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$15,964
ADMINISTRATION HIPAA	385
MISCELLANEOUS	8,407
SUB TOTAL	\$24,756

TOTAL EXPENSES	\$1,124,557
-----------------------	--------------------

SURPLUS (DEFICIT)	\$26,786
--------------------------	-----------------

AVERAGE INCOME	\$811
AVERAGE EXPENSE	792
SURPLUS (DEFICIT)	\$19

THIRD QUARTER 2012
PLAN Y PART TIME INDIVIDUAL

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET	\$511.79	0	\$0	
MAGRUDERS	511.79	10	15,354	
METRO/BASICS	431.22	223	288,487	
RETAIL BRAND ALLIANCE	431.22	0	0	
SHOPPERS 400 ¹	431.22	563	728,762	
COBRA		6	9,400	
TOTAL		802	\$1,042,003	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$533,149
HMO	15,960
LIFE & AD & D	3,093
DISABILITY	31,390
DENTAL	38,931
OPTICAL	8,155
DRUG	164,116
MEDICAL ADM.	20,405
MENTAL HEALTH MANAGER	7,146
EAP	1,129
PPO	11,518
UM/DM	17,693
SUB TOTAL	\$852,685

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$27,068
ADMINISTRATION HIPAA	653
MISCELLANEOUS	14,256
SUB TOTAL	\$41,977

TOTAL EXPENSES	\$894,662
-----------------------	------------------

SURPLUS (DEFICIT)	\$147,341
--------------------------	------------------

AVERAGE INCOME	\$433
AVERAGE EXPENSE	372
SURPLUS (DEFICIT)	\$61

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

THIRD QUARTER 2012
PLAN Y PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
MAGRUDERS	\$1,154.79	0	\$0	
METRO/BASICS	983.97	95	280,431	
SHOPPERS 400 ¹	983.97	163	481,161	
TOTAL		258	\$761,592	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$408,487
HMO	2,318
LIFE & AD & D	1,332
DISABILITY	19,213
DENTAL	34,124
OPTICAL	3,445
DRUG	177,884
MEDICAL ADM.	8,983
MENTAL HEALTH MANAGER	5,373
EAP	500
PPO	4,923
UM/DM	7,695
SUB TOTAL	\$674,277

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$8,708
ADMINISTRATION HIPAA	210
MISCELLANEOUS	4,585
SUB TOTAL	\$13,503

TOTAL EXPENSES	\$687,780
-----------------------	------------------

SURPLUS (DEFICIT)	\$73,812
--------------------------	-----------------

AVERAGE INCOME	\$984
AVERAGE EXPENSE	689
SURPLUS (DEFICIT)	\$95

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

THIRD QUARTER 2012
PLAN Y20 FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
METRO/BASICS	\$452.32	25	\$33,472	
SHOPPERS 400	452.32	26	35,282	
COBRA		1	2,983	
TOTAL		52	\$71,737	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$79,060
HMO	14,654
LIFE & AD & D	769
DISABILITY	15,430
DENTAL	6,793
OPTICAL	977
DRUG	7,158
MEDICAL ADM.	2,066
MENTAL HEALTH MANAGER	1,382
PPO	1,146
UM/DM	1,807
SUB TOTAL	\$131,242

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$1,756
ADMINISTRATION HIPAA	42
MISCELLANEOUS	925
SUB TOTAL	\$2,723

TOTAL EXPENSES	\$133,965
----------------	-----------

SURPLUS (DEFICIT)	(\$62,228)
-------------------	------------

AVERAGE INCOME	\$460
AVERAGE EXPENSE	859
SURPLUS (DEFICIT)	(\$399)

THIRD QUARTER 2012
PLAN Y20 PART TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
FARMER'S MARKET	\$207.79	3	\$1,869	
MAGRUDERS	207.79	22	13,922	
METRO/BASICS ¹	144.22	348	150,565	
SHOPPERS 400	144.22	444	191,956	
COBRA		8	2,300	
TOTAL		825	\$360,612	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$287,946
HMO	885
LIFE & AD & D	2,866
DISABILITY	14,747
DENTAL	35,672
OPTICAL	7,482
DRUG	57,919
MEDICAL ADM.	19,721
MENTAL HEALTH MANAGER	5,713
PPO	11,254
UM/DM	17,009
SUB TOTAL	\$461,214

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$27,844
ADMINISTRATION HIPAA	671
MISCELLANEOUS	14,664
SUB TOTAL	\$43,179

TOTAL EXPENSES	\$504,393
-----------------------	------------------

SURPLUS (DEFICIT)	(\$143,781)
--------------------------	--------------------

AVERAGE INCOME	\$146
AVERAGE EXPENSE	204
SURPLUS (DEFICIT)	(\$58)

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

THIRD QUARTER 2012
PLAN Z FULL TIME

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
ACE SUSHI	\$1,569.95	0	\$0	
TOTAL		0	\$0	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$0
HMO	0
LIFE & AD & D	0
DISABILITY	0
DENTAL	0
OPTICAL	0
DRUG	0
MEDICAL ADM.	0
MENTAL HEALTH MANAGER	0
EAP	0
PPO	0
UM/DM	0
SUB TOTAL	\$0

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$0
ADMINISTRATION HIPAA	0
MISCELLANEOUS	0
SUB TOTAL	\$0

TOTAL EXPENSES	\$0
-----------------------	------------

SURPLUS (DEFICIT)	\$0
--------------------------	------------

AVERAGE INCOME	\$0
AVERAGE EXPENSE	\$0
SURPLUS (DEFICIT)	\$0

THIRD QUARTER 2012
PLAN Z PART TIME INDIVIDUAL

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
ACE SUSHI	\$559.09	0	\$0	
PERKINS MANAGEMENT SERVICES	559.09	5	8,385	
TOTAL		5	\$8,385	\$0

BENEFIT EXPENSES	COST
MEDICAL	\$2,864
HMO	0
LIFE & AD & D	6
DISABILITY	0
DENTAL	348
OPTICAL	70
DRUG	169
MEDICAL ADM.	180
MENTAL HEALTH MANAGER	39
EAP	12
PPO	100
UM/DM	156
SUB TOTAL	\$3,944

OPERATING EXPENSES	COST
ADMINISTRATION FEE	\$168
ADMINISTRATION HIPAA	3
MISCELLANEOUS	89
SUB TOTAL	\$260

TOTAL EXPENSES	\$4,204
-----------------------	----------------

SURPLUS (DEFICIT)	\$4,181
--------------------------	----------------

AVERAGE INCOME	\$559
AVERAGE EXPENSE	280
SURPLUS (DEFICIT)	\$279

THIRD QUARTER 2012
PLAN Z PART TIME FAMILY

INCOME				
EMPLOYER	RATE	PARTICIPANTS	CONTRIBUTIONS	OUTSTANDING
	\$1,136.63	0	\$0	
TOTAL		0	\$0	\$0

BENEFIT EXPENSES		COST
MEDICAL		\$0
HMO		0
LIFE & AD & D		0
DISABILITY		0
DENTAL		0
OPTICAL		0
DRUG		0
MEDICAL ADM.		0
MENTAL HEALTH MANAGER		0
EAP		0
PPO		0
UM/DM		0
SUB TOTAL		\$0

OPERATING EXPENSES		COST
ADMINISTRATION FEE		\$0
ADMINISTRATION HIPAA		0
MISCELLANEOUS		0
SUB TOTAL		\$0

TOTAL EXPENSES		\$0
-----------------------	--	------------

SURPLUS (DEFICIT)		\$0
--------------------------	--	------------

AVERAGE INCOME		\$0
AVERAGE EXPENSE		0
SURPLUS (DEFICIT)		\$0

THIRD QUARTER 2012
K2 RETIREES

INC RATE	CO-PAY \$140.00	CO-PAY \$172.00	CO-PAY \$209.00	CO-PAY \$241.00	CO-PAY \$311.00	CO-PAY \$343.00	COMBINED
NO OF EMP.	175	83	72	16	26	3	375
TOTAL INCOME	\$75,167	\$42,914	\$44,350	\$11,568	\$23,947	\$3,087	\$201,033

BENEFIT EXP							COMBINED
MEDICAL	\$169,532	\$80,576	\$69,295	\$15,471	\$25,140	\$2,901	\$362,916
DENTAL	11,772	5,564	4,656	1,065	1,728	201	24,986
OPTICAL	2,415	1,147	987	221	360	39	5,169
MEDICAL ADM.	6,378	3,015	2,523	576	936	108	13,536
MENTAL HEALTH MANAGER	1,530	723	606	138	224	26	3,247
PPO	0	6,495	0	1,247	0	234	7,976
UM/DM	0	3,678	0	706	0	132	4,516
SUBTOTAL	\$191,627	\$101,198	\$78,067	\$19,424	\$28,388	\$3,641	\$422,346

OPERATING EXP							
ADMINISTRATION	\$2,861	\$1,361	\$1,169	\$261	\$425	\$48	\$6,125
ADMINISTRATION HIPAA	143	67	58	12	21	3	304
SUBTOTAL	\$3,004	\$1,428	\$1,227	\$273	\$446	\$51	\$6,429

TOTAL EXPENSES	\$194,631	\$102,626	\$79,294	\$19,697	\$28,834	\$3,692	\$428,775
----------------	-----------	-----------	----------	----------	----------	---------	-----------

SURPLUS (DEFICIT)	(\$119,464)	(\$59,712)	(\$34,944)	(\$8,129)	(\$4,887)	(\$605)	(\$227,742)
-------------------	-------------	------------	------------	-----------	-----------	---------	-------------

AVERAGE INCOME	\$143	\$172	\$205	\$241	\$307	\$343	\$179
AVERAGE EXPENSE	371	412	367	410	370	410	381
SURPLUS (DEFICIT)	(\$228)	(\$240)	(\$162)	(\$169)	(\$63)	(\$67)	(\$202)

**THIRD QUARTER 2012
RETIREES**

INCOME	CO-PAY	CO-PAY	CO-PAY	CO-PAY	CO-PAY	CO-PAY	COMBINED
RATE	\$377.19	\$366.10	\$188.59	\$173.06	PLAN T	NONE	
NO OF EMP.	0	5	17	2	17	452	493
TOTAL INCOME	\$0	\$6,590	\$11,316	\$1,038	\$18,792	\$0	\$37,736

BENEFIT EXP							COMBINED
MEDICAL	\$0	\$2,266	(\$1,255)	\$0	\$6,328	\$623,094	\$630,433
DENTAL	0	516	1,809	173	1,188	40,690	44,376
OPTICAL	0	84	296	27	237	6,274	6,918
DRUG	0	9,732	19,204	10,051	8,977	245,040	293,004
MEDICAL ADM.	0	216	756	0	324	9,740	11,036
MENTAL HEALTH MANAGER	0	45	159	0	69	2,016	2,289
EAP	0	0	0	0	24	0	24
PPO	0	0	0	0	40	2,142	2,182
UM/DM	0	0	0	0	61	623	684
SUBTOTAL	\$0	\$12,859	\$20,969	\$10,251	\$17,248	\$929,619	\$990,946

OPERATING EXP							
ADMINISTRATION	\$0	\$99	\$348	\$33	\$276	\$7,371	\$8,127
ADMINISTRATION HIPAA	0	6	18	3	12	365	404
SUBTOTAL	\$0	\$105	\$366	\$36	\$288	\$7,736	\$8,531

TOTAL EXPENSES	\$0	\$12,964	\$21,335	\$10,287	\$17,536	\$937,355	\$999,477
-----------------------	-----	----------	----------	----------	----------	-----------	-----------

SURPLUS (DEFICIT)	\$0	(\$6,374)	(\$10,019)	(\$9,249)	\$1,256	(\$937,355)	(\$961,741)
--------------------------	-----	-----------	------------	-----------	---------	-------------	-------------

AVERAGE INCOME	\$0	\$439	\$222	\$173	\$368	\$0	\$26
AVERAGE EXPENSE	0	864	418	1,715	344	691	676
SURPLUS (DEFICIT)	\$0	(\$425)	(\$196)	(\$1,542)	\$24	(\$691)	(\$650)

THIRD QUARTER 2012

PRESCRIPTION REPORT

SCRIPTS PROCESSED	SCRIPT/ADM COST	PHARMACY PAYMENT	TOTAL
16,472	\$13,367	\$1,400,172	\$1,413,539

MISCELLANEOUS EXPENSES

CATEGORY	COST
ACCOUNTING	\$51,316
ACT & CONSULTING	15,350
ACCURINT	6
COMPUFACTS	2,425
CONFERENCE EXPENSE	447
INVESTMENT MANAGEMENT	8,694
LEGAL	35,236
POSTAGE	9,529
PRINTING	7,253
TOTAL	\$130,256

**THIRD QUARTER 2012
QUARTERLY RECAP**

	FIRST 2012	SECOND 2012	THIRD 2012	FOURTH 2012	TOTAL
CONTRIBUTIONS REC'D	\$11,367,392	\$12,197,086	\$11,967,102		\$35,531,580
CONTRIBUTIONS OUTSTANDING	0	0	0		0
RETIREE INCOME	241,859	240,594	238,769		721,222
INT. & DIVIDENDS	148,709	135,898	148,578		433,185
MISCELLANEOUS INCOME	0	0	245		245

TOTAL INCOME	\$11,757,960	\$12,573,578	\$12,364,694	\$0	\$36,686,232
--------------	--------------	--------------	--------------	-----	--------------

EXPENSES					
MEDICAL	\$6,751,446	\$7,844,181	\$7,743,141		\$22,338,768
LIFE & AD & D	62,700	59,662	58,374		180,736
DISABILITY	380,921	404,813	388,999		1,174,733
DENTAL	594,215	594,928	580,699		1,769,842
OPTICAL	81,361	79,600	79,535		240,496
DRUG	1,394,890	1,478,418	1,328,240		4,201,548
RETIREES	1,035,277	1,198,322	1,428,253		3,661,852
MEDICAL ADM.	172,679	171,939	174,386		519,004
MENTAL HEALTH MANAGER	199,756	180,493	121,150		501,399
EAP	5,015	5,030	5,085		15,130
PPO	328,631	335,614	319,878		984,123
UM/DM	166,532	158,021	150,838		475,391
SUBTOTAL	\$11,173,423	\$12,511,021	\$12,378,578	\$0	\$36,063,022

OPERATING EXPENSE					
ADMINISTRATION	\$241,069	\$240,602	\$246,992		\$728,663
ADMINISTRATION HIPAA	4,872	4,885	5,039		14,796
MISCELLANEOUS	91,069	109,729	130,256		331,054
SUBTOTAL	\$337,010	\$355,216	\$382,287	\$0	\$1,074,513

TOTAL EXPENSES	\$11,510,433	\$12,866,237	\$12,760,865	\$0	\$37,137,535
----------------	--------------	--------------	--------------	-----	--------------

SURPLUS (DEFICIT)	\$247,527	(\$292,659)	(\$406,171)	\$0	(\$451,303)
-------------------	-----------	-------------	-------------	-----	-------------

TOTAL PARTICIPANTS	7,337	7,342	7,328		7,336
--------------------	-------	-------	-------	--	-------

FUND BALANCE	\$16,181,792	\$16,086,496	\$15,823,001		
--------------	--------------	--------------	--------------	--	--

2011
QUARTERLY RECAP

	FIRST 2011	SECOND 2011	THIRD 2011	FOURTH 2011	TOTAL
CONTRIBUTIONS REC'D	\$11,536,968	\$14,723,685	\$12,129,876	\$9,671,438	\$48,061,967
CONTRIBUTIONS OUTSTANDING					0
RETIREE INCOME	249,880	246,187	243,113	243,759	982,939
INT. & DIVIDENDS	169,539	153,592	140,637	163,187	626,955
MISCELLANEOUS INCOME	9,002	26,525	101,156	61,606	198,289

TOTAL INCOME	\$11,965,389	\$15,149,989	\$12,614,782	\$10,139,990	\$49,870,150
--------------	--------------	--------------	--------------	--------------	--------------

EXPENSES					
MEDICAL	\$7,662,440	\$9,006,043	\$8,989,402	\$7,479,088	\$33,136,973
LIFE & AD & D	77,654	66,139	66,719	66,296	276,808
DISABILITY	479,650	550,994	529,044	371,325	1,931,013
DENTAL	637,488	658,384	627,448	603,734	2,527,054
OPTICAL	87,473	86,879	85,570	84,827	344,749
DRUG	1,561,950	1,660,212	1,581,595	1,474,664	6,278,421
RETIREES	842,813	1,230,895	1,181,712	949,459	4,204,879
MEDICAL ADM.	184,063	184,488	190,089	179,675	738,315
MENTAL HEALTH MANAGER	200,882	137,381	215,574	128,747	682,584
EAP	5,468	5,441	5,409	5,233	21,551
PPO	294,388	302,983	302,770	331,166	1,231,307
UM/DM	190,603	175,216	175,898	172,069	713,786
SUBTOTAL	\$12,224,872	\$14,065,055	\$13,951,230	\$11,846,283	\$52,087,440

OPERATING EXPENSE					
ADMINISTRATION	(\$133,691)	\$259,178	\$261,080	\$259,887	\$646,454
ADMINISTRATION HIPAA	(4,062)	5,419	5,437	5,407	12,201
MISCELLANEOUS	144,952	146,013	237,350	225,660	753,975
SUBTOTAL	\$7,199	\$410,610	\$503,867	\$490,954	\$1,412,630

TOTAL EXPENSES	\$12,232,071	\$14,475,665	\$14,455,097	\$12,337,237	\$53,500,070
----------------	--------------	--------------	--------------	--------------	--------------

SURPLUS (DEFICIT)	(\$266,682)	\$674,324	(\$1,840,315)	(\$2,197,247)	(\$3,629,920)
-------------------	-------------	-----------	---------------	---------------	---------------

TOTAL PARTICIPANTS	8,206	8,399	7,300	7,277	7,796
--------------------	-------	-------	-------	-------	-------

FUND BALANCE	\$18,132,140	\$19,905,034	\$18,414,291	\$18,097,343	
--------------	--------------	--------------	--------------	--------------	--

CONTRACT INFORMATION
MAINTENANCE OF BENEFITS
THIRD QUARTER 2012

CONTRACT EXP.	COMPANY	PLAN	RATES
04-30-12*	ACE SUSHI	Z	\$1,569.95
		Z	\$559.09
		Z	\$1,136.63
09-30-12	PERKINS MGMT	Z	\$1,569.95
		Z	\$559.09
		Z	\$1,136.63
06-30-13	DELMARVA UFCW	JSS-2	\$1,208.68
05-29-13	FARMER'S MARKET	JSS-2	\$1,211.47
		Y	\$813.48
		Y	\$511.79
		Y	\$1,154.79
		Y20	\$491.79
		Y20	\$207.79
02-19-13	KELCO F.C.U.	JS	\$920.73
03-30-13	KROGER	K2	\$633.06
		K2	\$257.47
		K2	\$1,009.19
		K20	\$319.40
		K20	\$109.57
03-31-13	MAGRUDERS	JSS-2	\$1,211.47
		Y	\$813.48
		Y	\$511.79
		Y	\$1,154.79
		Y20	\$491.79
		Y20	\$207.79
07-07-12	METRO/BASICS	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22
03-31-13	RETAIL BRAND ALLIANCE	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
03-31-12	SAFEWAY VALLEY	JSS-2	\$1,208.68
		S	\$1.61
07-07-12	SHOPPERS FOOD	JSS-2	\$1,208.68
07-07-12	SHOPPERS FOOD 27	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22

*ON EXTENSION PER LOCAL 400

07-07-12	SHOPPERS FOOD 400	Y	\$810.69
		Y	\$431.22
		Y	\$983.97
		Y20	\$452.32
		Y20	\$144.22
01-03-15	UNION COMMUNICATION SVCS	Y	\$810.69
	UFCW LOCAL 400 TEMP	JSS2	\$1,208.68
		K2	\$633.06
		K20	\$319.40
		Y	\$810.69

**UFCW UNIONS AND PARTICIPATING EMPLOYERS
HEALTH AND WELFARE FUND
DELINQUENCY REPORT
THIRD QUARTER 2012**

THIRD QUARTER 2012
DELINQUENCY REPORT

PRIOR QUARTERS

EMPLOYER	PERIOD	ESTIMATED CONTRIBUTION DUE	INTEREST DUE	TOTAL DUE	REFERRED TO LEGAL
MAGRUDERS	MAY 2012	0.00	\$ 88.55	\$ 88.55	X

TOTALS		0.00	\$ 88.55	\$ 88.55	
--------	--	------	----------	----------	--

CURRENT QUARTER

EMPLOYER	DELINQ. MO.	DATE PAID	1ST LETTER	2ND LETTER	LEGAL
MAGRUDERS	JULY 2012	September 13, 2012	X	X	X
MAGRUDERS	AUGUST 2012	October 12, 2012	X	X	X
MAGRUDERS	SEPTEMBER 2012	November 5, 2012	X		

LATE PAYERS

MAGRUDERS

INVOICES

UFCW UNIONS & PARTICIPATING EMPLOYERS
HEALTH AND WELFARE FUND

INVOICES

DECEMBER 11, 2012

1. **A & R ASSOCIATES**

03/19/12	Renewal of Fiduciary Insurance through Chubb - 04/29/12 - 04/29/13	\$ 14,020.00
03/19/12	Renewal of Fiduciary Insurance through Chubb - 04/29/12 - 04/29/13 - Excess	\$ 10,500.00
11/24/12	Renewal of Fidelity Bond through Chubb - 01/01/11 - 01/01/14	\$ 1,000.00

2. **ALBERTSONS**

05/09/12	A. Samad-Salameh - Reimbursement of airfare, hotel, food and parking expenses for attendance at the April 24, 2012 Board of Trustees meeting.	\$ 284.20
----------	---	-----------

3. **ASSOCIATED ADMINISTRATORS, LLC**

04/24/12	Meeting Expenses - Regular Meeting	\$ 1,448.30
----------	------------------------------------	-------------

4. **BOND BEEBE**

04/13/12	Professional Services rendered in connection with the compliance audit of Delmarva Health Fund	\$ 884.82
06/28/12	Professional Services rendered in connection with the audit of the financial statements for the year ended December 31, 2011	\$ 20,000.00
07/25/12	Professional Services rendered through July 15, 2012 in connection with the compliance audit of Kroger	\$ 8,512.50
07/25/12	Professional Services rendered through July 15, 2012 in connection with the compliance audit of Magruder's	\$ 5,537.50
08/08/12	Professional Services rendered in connection with the audit	\$ 15,000.00

of the financial statements for the year ended December 31,
2011

08/24/12	Professional Services rendered through August 15, 2012 in connection with the compliance audit of Magraders	\$ 2,266.25
10/31/12	Professional Services rendered in connection with the audit of the financial statements for the year ended December 31, 2011	\$ 12,160.00
5.	<u>CHEIRON</u>	
04/18/12	Supplemental Services rendered through March 2012	\$ 1,437.50
11/15/12	Completion of annual FASB ASC 965 Valuation report for FY 2011	\$ 17,750.00
6.	<u>INTERNATIONAL FOUNDATION OF EMPLOYEE BENEFIT PLANS</u>	
06/13/12	D. Gwin – Registration Fee – 58 th Annual Employee Benefit Conference – San Diego, CA- 11/12	\$ 1,585.00
09/27/12	2013 Membership Renewal	\$ 880.00
7.	<u>MERCER</u>	
06/15/12	For Professional Services rendered May 2012	\$ 3,277.00
07/15/12	For Professional Services rendered June 2012	\$ 10,217.00
08/15/12	For Professional Services rendered July 2012	\$ 5,133.00
09/18/12	For Professional Services rendered August 2012	\$ 9,549.00
10/16/12	For Professional Services rendered September 2012	\$ 363.00
8.	<u>MORGAN, LEWIS & BOCKIUS</u>	
04/25/12	For Professional services rendered through December 31, 2011	\$ 7,199.50
07/11/12	For Professional Services rendered through March and April 2011	\$ 10,983.86
07/11/12	For Professional Services rendered through May 31, 2012	\$ 310.00
07/25/12	For Professional Services rendered through June 30, 2012	\$ 2,170.00

08/20/12	For Professional Services rendered through July 31, 2012	\$	3,264.83
09/25/12	For Professional Services rendered through August 31, 2012	\$	3,286.00
9. <u>SEGALL BRYANT & HAMILL</u>			
04/24/12	Investment Management Fee - First Quarter 2012	\$	7,171.03
07/19/12	Investment Management Fee – Second Quarter 2012	\$	7,284.54
10/15/12	Investment Management Fee – Third Quarter 2012	\$	7,165.44
10. <u>SEGAL COMPANY</u>			
10/31/12	Consulting Services rendered through August 31, 2012	\$	39,106.25
11. <u>SLEVIN & HART, P.C.</u>			
04/12/12	Professional Services rendered through March 31, 2012	\$	5,421.15
05/24/12	Professional Services rendered through April 30, 2012	\$	12,084.68
05/24/12	Subrogation services rendered from January 1, 2012 through March 31, 2012	\$	3,628.20
06/15/12	Professional Services rendered through May 31, 2012	\$	8,123.95
07/19/12	Professional Services rendered through June 30, 2012	\$	8,071.30
08/16/12	Professional Services rendered through July 31, 2012	\$	10,436.85
09/26/12	Professional Services rendered through August 31, 2012	\$	23,191.46
10/04/12	Subrogation Services rendered from April 1, 2012 through June 30, 2012	\$	6,782.24
10/26/12	Professional Services rendered through September 30 2012	\$	13,058.67
12. <u>TRUSTEE EXPENSE REIMBURSEMENTS</u>			
05/09/12	S. Loeffler – Reimbursement of meeting expenses incurred at the April 24, 2012 Board of Trustees meeting	\$	632.95

05/09/12	J. McWilliams – Reimbursement of meeting expenses incurred at the April 24, 2012 Board of Trustees meeting	\$	142.76
05/09/12	A. Samad-Salameh – Reimbursement of meeting expenses incurred at the April 24, 2012 Board of Trustees meeting	\$	4.25
07/25/12	D. Gwin – Reimbursement of airfare expenses for attendance at the IFEBP 58th Annual Conference in San Diego, CA in 11/12	\$	446.60

13. UFCW LOCAL 27

05/02/12	M. Eubank – Reimbursement of meeting expenses incurred for attendance at the April 24, 2012 Board of Trustees meeting	\$	227.81
05/07/12	T. Hipkins – Reimbursement of meeting expenses incurred for attendance at the April 24, 2012 Board of Trustees meeting	\$	145.33
10/23/12	T. Hipkins – Reimbursement of airfare expenses incurred for attendance at the IFEBP Annual Conference in San Diego, CA – November 2012	\$	628.60

UFCW UNIONS & PARTICIPATING EMPLOYERS
HEALTH AND WELFARE FUND
RETIREE PLAN

INVOICES

DECEMBER 11, 2012

1. **A & R ASSOCIATES**

11/20/12

Fidelity Bond – through Chubb for the period 09/01/12 – \$ 1,334.00
01/01/14

**United Food and Commercial Workers Unions
and Participating Employers
Health and Welfare Fund**

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

4301 GARDEN CITY DRIVE, SUITE 201
LANDOVER, MARYLAND 20785-2210
TELEPHONE: (301) 459-3020

August 21, 2012

To: Board of Trustees
UFCW Unions and Participating Employers Health and Welfare Fund

From: Bill Jensen

Subj: PPACA/Compliance Invoice for First Quarter 2012

Ladies and Gentlemen:

Attached is Associated's invoice for PPACA related work for the First Quarter 2012. The total is \$921.00. 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.

<i>Total</i>	<i>NF</i>
general	\$794
specific	\$128
Totals	\$ 921

**United Food and Commercial Workers Unions
And Participating Employers
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 11, 2012

To: Board of Trustees
UFCW Unions and Participating Employers Health and Welfare Fund

From: Bill Jensen

Subj: PPACA/Compliance Invoice for Second Quarter 2012

Ladies and Gentlemen:

Attached is Associated's invoice for PPACA related work for the Second Quarter 2012. The total is \$45.00. 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.

<i>Total</i>	<i>NF</i>
general	-0-
specific	\$45
Totals	\$ 45

**United Food and Commercial Workers Unions
and Participating Employers
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 11, 2012

To: Board of Trustees
UFCW Unions and Participating Employers Health and Welfare Fund

From: Bill Jensen

Subj: PPACA/Compliance Invoice for Third Quarter 2012

Ladies and Gentlemen:

Attached is Associated's invoice for PPACA related work for the Third Quarter 2012. The total is \$239.00. 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.

<i>Total</i>	<i>NF</i>
general	\$239.00
specific	-0-
Totals	\$ 239.00