UFCW Unions and Participating Employers Pension Fund

Actuarial Valuation Report
as of January 1, 2013

Produced by Cheiron

December 2013

Classic Values, Innovative Advice

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December 12, 2013

UFCW Unions and Participating
Employers Pension Fund
c/o Mr. William Jensen
Associated Administrators, LLC
4301 Garden City Drive, Suite 201
Landover, Maryland 29785-2210

Dear Trustees:

At your request, we have performed the January 1, 2013 Actuarial Valuation of the UFCW Unions and Participating Employers Pension Fund.

This report contains information on the Fund's assets and liabilities and also discloses contribution levels, including the minimum required amount as mandated by Federal law.

Your attention is called to the foreword section in which we refer to the general approach employed in the preparation of this report. We also comment on the sources and reliability of both the data and the actuarial assumptions on which our findings are based. Those comments are the basis for our certification that this report is complete and accurate to the best of our knowledge and belief. The results of this report are only applicable to the 2013 plan year and rely on future plan experience conforming to the underlying assumptions. To the extent that actual plan experience deviates from the underlying assumptions, the results would vary accordingly.

We hereby certify that, to the best of our knowledge, this report and its contents have been prepared in accordance with generally recognized and accepted actuarial principles and practices which are consistent with the Code of Professional Conduct and applicable Actuarial Standards of Practice set out by the Actuarial Standards Board. Furthermore, as credentialed actuaries, we meet the Qualification Standards of the American Academy of Actuaries to render the opinion contained in this report. This report does not address any contractual or legal issues. We are not attorneys and our firm does not provide any legal services or advice.

UFCW Unions and Participating
Employers Pension Fund Trustees
December 12, 2013

This Actuarial Valuation Report was prepared for the UFCW Unions and Participating Employers Pension Fund for the purposes described herein and for the use by the plan auditor in completing an audit related to the matters herein. This report is not intended to benefit any third party, and Cheiron assumes no duty or liability to any such party.

Sincerely,
Cheiron

Gene M. Kalwarski, FSA, EA
Principal Consulting Actuary

Christopher J. Mietlicki, ASA, EA
Consulting Actuary

FOREWORD

Cheiron has performed the Actuarial Valuation of the UFCW Unions and Participating Employers Pension Fund as of January 1, 2013. The purpose of this report is to:

1) **Measure and disclose**, as of the valuation date, the financial condition of the Fund; and
2) **Provide specific information** and documentation required by the Federal Government and the auditors of the Fund.

An actuarial valuation establishes and analyzes fund assets, liabilities and contributions on a consistent basis, and traces the progress from one year to the next. It includes measurement of the Fund's investment performance as well as an analysis of actuarial liability gains and losses.

Section I presents a summary of the valuation and compares this year's results to last year's results.

Section II contains exhibits relating to the valuation of assets.

Section III shows the various measures of liabilities.

Section IV shows the development of the minimum and maximum contributions.

Section V contains a demonstration that the Fund is not in reorganization.

Section VI provides information required by the Fund's auditor.
The appendices to this report contain a summary of the Fund's membership at the valuation date, a summary of the major provisions of the Fund, and the actuarial methods and assumptions used in the valuation. Since the prior valuation, there have been no changes in the benefit provisions or assumptions.

In preparing our report, we relied on information (some oral and some written) supplied by Associated Administrators, LLC, PNC Bank, and Bond Beebe. This information includes, but is not limited to, the plan provisions, employee data, and financial information. We performed an informal examination of the obvious characteristics of the data for reasonableness and consistency in accordance with Actuarial Standard of Practice No. 23.

The actuarial assumptions, when analyzed individually, reflect our understanding of the likely future experience of the Fund. The results of this report are dependent upon future experience conforming to these assumptions. To the extent that future experience deviates from the actuarial assumptions, the true cost of the Fund could vary from our results.

Please note: this valuation was prepared using census data and financial information as of the valuation date, January 1, 2013. Therefore, events following that date are not, and should not, be reflected in this report. The next valuation will reflect all membership and investment experience changes through December 31, 2013.

Finally, in preparing this report, we have conformed to generally accepted actuarial principles and practices which are consistent with the Code of Professional Conduct, and applicable Actuarial Standards of Practice set out by the Actuarial Standards Board.

SECTION I
SUMMARY

The table below sets out the principal results of this year's valuation and compares them to last year's results.

Table I -1
UFCW Unions and Participating Employers Pension Fund
Summary of Principal Results

	1/1/2012	1/1/2013	Change
Participant Counts			
Actives	7,875	7,358	-6.6%
Terminated Vesteds	4,180	4,745	13.5%
In Pay Status	2,445	2,557	4.6%
Total	14,500	14,660	1.1%
Financial Information			
Market Value of Assets(MVA)	$ 86,037,616	$ 92,362,622	7.4%
Actuarial Value of Assets(AVA)	103,245,139	110,307,589	6.8%
Actuarial Liability	$ 155,812,450	$ 163,768,441	5.1%
Surplus (Unfunded Actuarial Liability-AVA basis)	(52,567,311)	(53,460,852)	N/A
Present Value of Accrued Benefits	$ 155,812,450	$ 163,768,441	5.1%
Accrued Benefit Surplus (Unfunded-AVA basis)	(52,567,311)	(53,460,852)	N/A
Accrued Benefit Funding Ratio	66.3%	67.4%	N/A
Present Value of Vested Benefits	$ 152,512,927	$ 161,150,910	5.7%
Vested Benefit Surplus (Unfunded-MVA basis)	(66,475,311)	(68,788,288)	N/A
Vested Benefit Funding Ratio	67.7%	68.4%	N/A
Contributions and Cash Flows			
ERISA Credit Balance (Beginning of Year)	$ 9,781,878	$ 9,291,435	N/A
Employer Contributions	6,044,307	5,500,000 *	N/A
ERISA Minimum Funding (End of Year)	7,339,405	7,422,870	1.1%
Prior Year Benefit Payouts	$ 7,848,917	$ 8,971,379	14.3%
Prior Year Administrative Expenses	1,113,310	1,297,841	16.6%
Prior Year Total Investment Income (Net)	(933,494)	10,549,919	N/A

* Contributions are estimated.

SECTION I
SUMMARY

General Comments

- The market value of assets returned 10.9%, compared to the assumption of 8.0%. In dollars, the total investment gain (difference between actual and expected returns on a market value basis) was $2.7 million.

- For long-term planning and for determining minimum required contributions we do not use the market value of assets, but rather a smoothed actuarial value of assets. The smoothing method adopted by the Trust phases in investment gains and losses over five years.

  This means the $2.7 million gain described above would be phased in at a rate of $0.5 million per year over the next four years.

  The rate of return on an actuarial value basis was 9.8%, resulting in a recognized investment gain of $2.1 million for minimum funding purposes.

- The Fund experienced a liability loss of $1.5 million.

- When the liability loss is combined with the investment gain, the plan experienced a total net actuarial gain of $0.5 million.

- The Fund's funding ratio (actuarial value of assets as a percentage of actuarial liability) increased from 66.3% as of January 1, 2012 to 67.4% as of January 1, 2013. Based on the market value of assets, the funding ratio increased from 55.2% to 56.4%.

- The unfunded vested benefits used in calculating withdrawal liability (vested benefits on a funding basis and market value of assets) have increased from $66.5 million in the previous year to $68.8 million.

- The Fund's actuarial certification under the Pension Protection Act was filed on March 29, 2013. The Fund was certified to be in Critical status based on estimated financial information provided as of December 31, 2012 and using the liabilities disclosed in the January 1, 2012 actuarial valuation projected forward to January 1, 2013. The Rehabilitation Plan for the Fund will need to be updated as required by law.

- In June 2010, the PRA 2010 Funding Relief was signed into law. This legislation was aimed at helping pension plans cope with the unprecedented market downturn in 2008.

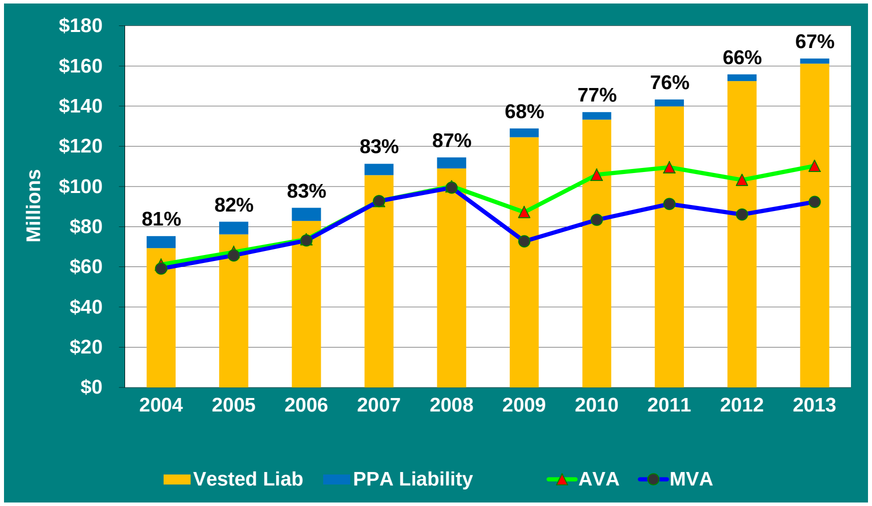
  The Trustees elected the PRA 2010 "special asset valuation rule" which allows the Fund to determine the actuarial value of fund assets by recognizing the 2008 loss over 10 years, at 10% per year, in lieu of the typical five years, or 20% per year.

  In addition, the "special asset valuation rule" allowed the Fund to temporarily increase the upper limit on the actuarial value of fund assets for 2009 and 2010 to 130% of the market value of assets. Prior to the relief, the upper limit was 120%.

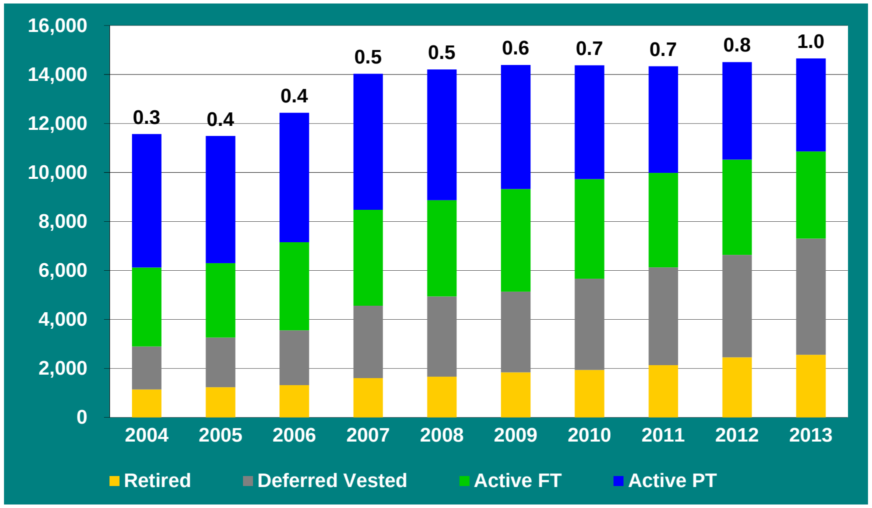
SECTION I
SUMMARY

Historical Summary

The graph below shows the assets and liabilities of the Fund over the last ten years. The gold bars represent the value of vested benefits already earned. The top of the blue bar is the liability used for testing the Fund's PPA status. The lines represent the actuarial value of assets (AVA) and market value of assets (MVA). The Fund's funding ratio (actuarial assets as a percent of actuarial liabilities shown along the top) has decreased over the period to its current level of 67%.



The graph below shows the participants of the Fund in successive valuations. The numbers above the bars on the chart indicate the ratio of inactive participants to active full time and part time participants (FT and PT). The higher the ratio, the greater the burden that additional costs have on actives to meet the cost of benefits. The increase in this value over the last decade is a positive trend that means there is an increasing population of non-active participants relative to the active participants covered by the Fund.



SECTION II
ASSETS

Assets at Market Value

Market values represent "snap-shot" or "cash-out" values which provide the principal basis for measuring financial performance from one year to the next.

Table II - 1
Statement of Assets at Market Value, December 31,

	2011	2012
Invested Assets		
Corporate Stocks	$15,385,771	$ 15,679,179
Corporate Obligations	4,222,575	4,303,021
U.S. Government Obligations	3,161,268	2,091,518
Temporary Cash Investments	1,006,709	594,752
Common/Collective Trusts	26,315,460	37,249,276
Mutual Funds	5,404,419	5,949,345
Hedge Funds	12,994,636	13,949,159
Pooled Separate Account	6,989,268	7,794,740
103-12 Investment entities	6,611,067	-
Total Investments:	$82,091,173	$ 87,610,990
Other Assets		
Cash or Cash Equivalents	$ 708,564	$ 757,075
Accrued Interest and Dividends Receivable	84,935	78,934
Receivable from Broker for Investments Sold	0	0
Contributions Receivable	3,346,913	4,085,869
Other Receivables	9,440	8,194
Accounts Payable	(203,409)	(178,440)
Due to Broker for Investment Purchase	0	0
Total Non-Invested Assets:	$ 3,946,443	$ 4,751,632
Net Assets Available for Benefits	$86,037,616	$ 92,362,622

Assets at Actuarial Value

The actuarial value of assets is calculated under a smoothed market value method that phases in asset gains and losses over five years. Details on the method used for determining the actuarial value of assets are provided in Appendix C.

Table II - 2
Changes in Market Values

Value of Assets - January 1, 2012	$	86,037,616
Employer Contributions	$	6,044,307
Investment Return (Gross)		11,265,562
Benefit Payments		(8,971,379)
Administrative Expenses		(1,297,841)
Investment Expenses		(715,643)
Value of Assets January 1, 2013	$	92,362,622

SECTION II
ASSETS

Changes in Market Value

The components of asset change are:

- Contributions
- Benefit payments
- Expenses
- Investment income (realized and unrealized)

The specific changes during 2012 are presented below.

Table II - 3
Actuarial Value of Assets

Plan Year	Investment Gains / (Losses)	Percent Recognized	Percent Deferred		Amount Deferred
Market Value of Assets at January 1, 2013				$	92,362,622
12/31/2008 *	(33,669,746)	50%	50%		(16,834,873)
12/31/2009	6,014,943	80%	20%		1,202,989
12/31/2010	2,406,595	60%	40%		962,638
12/31/2011	(9,058,090)	40%	60%		(5,434,854)
12/31/2012	2,698,916	20%	80%		2,159,133
Total				$	(17,944,967)
Preliminary Actuarial value of assets January 1, 2013				$	110,307,589
120% of MV, upper limit for actuarial value				$	110,835,146
80% of MV, lower limit for actuarial value				$	73,890,098
Actuarial value of assets January 1, 2013				$	110,307,589

* Ten year amortization elected for funding relief.

Impact of Investment Performance

The following table calculates the investment related gain/(loss) for the plan year on both a market value and actuarial value basis. The market value gain/(loss) is an appropriate measure for comparing the actual asset performance to the long-term 8% assumption. The gain/(loss) on the actuarial value basis is one component of the Fund's experience gain/(loss) recognized in minimum funding and incorporates a significant level of smoothing.

Table II - 4

Item	Market Value	Actuarial Value
January 1, 2012 Value	$ 86,037,616	$ 103,245,139
Employer Contributions	6,044,307	6,044,307
Benefit Payments	(8,971,379)	(8,971,379)
Expected Investment Earnings (8%)	6,553,162	7,929,764
Expected Value December 31, 2012	$ 89,663,706	$ 108,247,831
Investment Gain/(Loss)	2,698,916	2,059,758
January 1, 2013 Value	$ 92,362,622	$ 110,307,589
Return	10.94%	9.81%

SECTION III
LIABILITIES

In this section, we present detailed information on fund liabilities including:

- **Disclosure** of fund liabilities at January 1, 2012, and January 1, 2013; and
- Statement of **changes** in these liabilities during the year.

Disclosure

Several types of liabilities are calculated and presented in this report. Each type is distinguished by the people ultimately using the figures and the purpose for which they are using them.

- **Actuarial Liabilities:** Used for ensuring minimum funding standards are met, this liability is determined using an actuarial funding method to apportion the Total Obligations between past and future. For this Fund, that method is Unit Credit. The actuarial liability under the Unit Credit method represents the total amount of money needed to fully pay off all future obligations of the Fund, assuming no further accrual of benefits.

- **Accrued Liabilities:** Used for communicating the current level of liabilities, this liability is the same as the actuarial liability determined using the Unit Credit method. These liabilities are required for determining PPA funded status and for accounting disclosures (FASB ASC 960). For that purpose they are referred to as the present value of accrued benefits. They can also be used to establish comparative benchmarks with other plans.

- **Vested Liabilities:** Used for administrative purposes in determining employer withdrawal liability, this liability represents that portion of the accrued liabilities which are vested.

- **Current Liabilities:** The calculation of this liability is defined by the Internal Revenue Code. It is used to determine the maximum allowable tax deductible contributions.

The table on the following page discloses each of these liabilities for the current valuation and the prior one. With respect to each disclosure, a subtraction of the appropriate value of fund assets yields, for each respective type, a net surplus or an unfunded liability.

SECTION III
LIABILITIES

Table III - 1
Liabilities/Net Surplus (Unfunded)

		1/1/2012		1/1/2013
ACTUARIAL & ACCRUED LIABILITY				
Active Participant Benefits	$	59,486,404	$	57,245,818
Terminated Vested Participant Benefits		23,894,808		30,116,410
Retiree Benefits		72,431,238		76,406,213
Actuarial & Accrued Liability	**$**	**155,812,450**	**$**	**163,768,441**
Actuarial Value of Assets		103,245,139		110,307,589
Net Surplus (Unfunded)	**$**	**(52,567,311)**	**$**	**(53,460,852)**
VESTED LIABILITY				
Accrued Liability	$	155,812,450	$	163,768,441
Less Present Value of Non-Vested Benefits		3,299,523		2,617,531
Vested Liability	**$**	**152,512,927**	**$**	**161,150,910**
Actuarial Value of Assets		103,245,139		110,307,589
Net Surplus (Unfunded)	**$**	**(49,267,788)**	**$**	**(50,843,321)**
CURRENT LIABILITY (RPA 1994)	**$**	**268,475,605**	**$**	**302,894,085**
Actuarial Value of Assets		103,245,139		110,307,589
Net Surplus (Unfunded)	**$**	**(165,230,466)**	**$**	**(192,586,496)**

SECTION III
LIABILITIES

Allocation of Liabilities by Type

The Fund participants may qualify for a benefit upon death, termination, and disability as well as upon retirement. The value of the liabilities arising from each of these sources is shown in the following table. These liabilities are as of the valuation date of January 1, 2013.

Table III - 2

Benefit Type	Retirement	Termination	Death	Disability	Total
Unit Credit Normal Cost	$ 1,843,275	$ 708,436	$ 37,346	$ 217,830	$ 2,806,887
Unit Credit Actuarial Liability					
Actives	$ 41,896,930	$ 10,080,888	$ 740,919	$ 4,527,081	$ 57,245,818
Terminated Vesteds	$ 0	$ 30,116,410	$ 0	$ 0	$ 30,116,410
Retirees and Beneficiaries	$ 67,281,806	$ 0	$ 3,995,366	$ 5,129,041	$ 76,406,213
Total	$ 109,178,736	$ 40,197,298	$ 4,736,285	$ 9,656,122	$ 163,768,441
Current Liability Normal Cost	$ 3,977,674	$ 1,993,582	$ 44,843	$ 509,413	$ 6,525,512
Current Liability					
Actives	$ 84,324,292	$ 25,370,732	$ 826,441	$ 9,822,260	$ 120,343,725
Terminated Vesteds	$ 0	$ 70,586,957	$ 0	$ 0	$ 70,586,957
Retirees and Beneficiaries	$ 97,536,361	$ 0	$ 5,849,043	$ 8,577,999	$ 111,963,403
Total	$ 181,860,653	$ 95,957,689	$ 6,675,484	$ 18,400,259	$ 302,894,085
Vested Current Liability					
Actives	$ 37,547,253	$ 67,084,179	$ 818,125	$ 9,346,483	$ 114,796,040
Terminated Vesteds	$ 0	$ 70,586,957	$ 0	$ 0	$ 70,586,957
Retirees and Beneficiaries	$ 97,536,361	$ 0	$ 5,849,043	$ 8,577,999	$ 111,963,403
Total	$ 135,083,614	$ 137,671,136	$ 6,667,168	$ 17,924,482	$ 297,346,400

SECTION III
LIABILITIES

Changes in Liabilities

Each of the liabilities shown in the prior table is subject to change at successive valuations as the experience of the Fund varies from that assumed in the valuation. The liabilities may change for any of several reasons including:

- New hires since the last valuation
- Benefits accrued since the last valuation
- Plan amendments
- Interest on accrued liabilities
- Benefits paid to retirees
- Participants leaving employment at rates different than expected
- Changes in actuarial assumptions
- Changes in actuarial methods
- Corrections to participant data records

The overall valuation results also change because employer contributions differ from those expected and investment returns are not in line with the actuarial assumptions.

Table III - 3

		Actuarial / Accrued Liability		Vested Liability
Liabilities 1/1/2012	$	155,812,450	$	152,512,927
Liabilities 1/1/2013		163,768,441		161,150,910
Liability Increase (Decrease)		7,955,991		8,637,983
Change due to:				
Plan Amendment	$	0	$	0
Assumption Change		0		0
Accrual of Benefits		3,053,579		N/A
Passage of Time (Interest less benefits paid)		3,385,952		N/A
Other Sources		N/A		8,637,983
Actuarial (Gain)/Loss		1,516,460		N/A
Total	$	7,955,991	$	8,637,983

SECTION IV
CONTRIBUTIONS

In this section, we present detailed information on the Fund's contributions from two perspectives:

- **Actuarially determined contributions** and
- **Government Limitations** which could affect the above.

Actuarially Determined Contribution

For this Fund, the actuarial cost method used for developing the actuarially determined contribution is the **Unit Credit Cost Method.** This amount which can also be considered as the actuarial cost is determined in two parts.

The first part is the Unit Credit Normal Cost. This is the cost to the Fund of providing the benefit expected to be earned in the current year for each active participant.

The second part is an amortization payment to pay off the unfunded actuarial liability. The unfunded actuarial liability is the difference between the actuarial assets of the Plan at the valuation date and the assets the Fund should hold as determined by the actuarial cost method. The amortization amount is determined by the amortization schedule established by the IRS minimum funding rules. Consequently, the actuarially determined contribution and cost is the same as the minimum required contribution.

Government Limitations

ERISA and the IRS tax code place various limits on the contributions made to qualified pension plans. The limits impact the minimum that must be paid, the maximum that can be deducted and the timing of contributions.

To ensure that minimum contribution requirements are met, pension plans are required to retain an Enrolled Actuary to complete Schedule MB to Form 5500 on an annual basis. Because the bargained contributions have exceeded the minimum required contribution in years past, the Fund has built up a credit balance. The credit balance can be used in future years to make up any difference between the minimum required contribution and employer contributions.

The actuarially determined contribution for 2013 is shown below compared to the various Government Limitations and the actual contributions. The table also shows the per capita cost and contribution. Note that the per capita cost is based on the current year's amortization payment. This cost will fluctuate from year to year as amortization charges and credits are added and fully paid off.

Table IV - 1
Contributions for 2013

		1/1/2013
Actuarially Determined Contribution		
Unit Credit Normal Cost	$	2,806,887
Amortization Payment		4,066,141
Interest to End of Year		549,842
Total	$	7,422,870
Government Limitations		
Maximum Deductible Contribution	$	326,848,072
Minimum Required Contribution (before Credit Balance)	$	7,422,870
Credit Balance (End of Year)	$	10,034,750
Minimum Required Contribution (after Credit Balance)	$	0
Estimated Employer Contributions with Interest	$	5,518,106
Count of Active Participants		7,358
Per Capita Actuarial Cost	$	1,009
Per Capita Contribution	$	750

SECTION IV
CONTRIBUTIONS

The tables on the following pages show the IRS funding standard account as well as the development of the minimum and maximum contributions for 2013 and other supporting information.

Table IV - 2
Funding Standard Account for 2012 and 2013 Plan Years

	2012	2013
1. Charges For Plan Year		
a. Normal Cost	$ 3,053,579	$ 2,806,887
b. Amortization Charges	9,369,350	9,369,350
c. Interest on a. and b. to Year End	993,834	974,099
d. Additional Funding Charge	N/A	N/A
e. Interest Charge due to Late Quarterly Contributions	N/A	N/A
f. Total Charges	$ 13,416,763	$ 13,150,336
2. Credits For Plan Year		
a. Prior Year Credit Balance	$ 9,781,878	$ 9,291,435
b. Employer Contributions	6,044,307	0 *
c. Amortization Credits	5,627,184	5,303,209
d. Interest on a., b., and c. to Year End	1,254,829	1,167,572
e. Full Funding Limit Credit	0	0
f. Total Credits	$ 22,708,198	$ 15,762,216
3. Credit Balance at End of Year [2. – 1.]	$ 9,291,435	$ 2,611,880

* Because the Credit Balance at the end of 2013 is positive without any employer contributions, the minimum required contribution for 2013 is zero.

SECTION IV
CONTRIBUTIONS

Table IV - 3
Calculation of the Maximum Deductible Contribution
for the Plan Year Starting January 1, 2013

1. "Fresh Start" Method		
a. Normal Cost	$	2,806,887
b. Net Charge to Amortize Unfunded Actuarial Liability over 10 years		7,377,077
c. Interest on a. and b.		814,717
d. Total		10,998,681
e. Full Funding Limitation as of Year End		171,004,543
f. Maximum Deductible Contribution	$	10,998,681
2. 140% of Current Liability Calculation		
a. RPA 1994 Current Liability at Start of Year	$	302,894,085
b. Present Value of Benefits Estimated to Accrue during Year		6,525,512
c. Expected Benefit Payments		9,255,298
d. Net Interest on a., b. and c. at Current Liability Interest Rate		11,522,758
e. Expected Current Liability at End of Year, [a. + b. – c. + d.]		311,687,057
f. 140% of e.		436,361,880
g. Actuarial Value of Assets		110,307,589
h. Net Interest on c. and g. at Valuation Interest Rate		8,461,517
i. Estimated Value of Assets, [g. – c. + h.]		109,513,808
j. Unfunded Current Liability at Year End	$	326,848,072
3. Maximum Deductible Contribution at Year End, greater of 1. and 2.	$	326,848,072

SECTION IV
CONTRIBUTIONS

Table IV - 4
Development of Actuarial Gain/(Loss)
for the Year Ended December 31, 2012

1.	Unfunded Actuarial Liability at Start of Year		$52,567,311
2.	Normal Cost at Start of Year		3,053,579
3.	Interest on 1. and 2. to End of Year		4,449,671
4.	Employer Contributions for Year		6,044,307
5.	Interest on 4. to End of Year		22,104
6.	Increase in Unfunded Actuarial Liability Due to Changes in Assumptions		0
7.	Increase in Unfunded Actuarial Liability Due to Changes in Plan Design		0
8.	Increase in Unfunded Actuarial Liability Due to Changes in Funding Method		0
9.	Expected Unfunded Actuarial Liability at End of Year [1. + 2. + 3. – 4. – 5. + 6. + 7. + 8.]		$54,004,150
10.	Actual Unfunded Actuarial Liability at End of Year, not less than zero		$53,460,852
11.	Actuarial Gain / (Loss) [9. – 10.]		$ 543,298
	a. Gain on Investments	$ 2,059,758	
	b. Loss on Liabilities	$(1,516,460)	
12.	Amortization Factor for Actuarial Gain / (Loss)		9.2442
13.	Amortization Credit / (Charge) for Actuarial Gain / (Loss)		$ 58,772

SECTION IV
CONTRIBUTIONS

Table IV - 5
Schedule of Amortizations Required for Minimum Required Contribution
as of January 1, 2013

Type of Base	Date Established	Initial Amount	Initial Amortization Years	1/1/2013 Outstanding Balance*	Remaining Amortization Years	Beginning of Year Amortization Amount
Charges						
1. Initial Base	1/1/1986	$ 1,941,924	27	$ 360,477	5	$ 83,596
2. Change Assumptions	1/1/1987	380,100	30	148,418	9	21,999
3. Plan Amendment	1/1/1988	2,309,700	30	1,014,559	10	139,999
4. Plan Amendment	1/1/1989	2,557,800	30	1,242,572	11	161,162
5. Plan Amendment	1/1/1990	892,000	30	472,783	12	58,089
6. Change Method	1/1/1991	3,490,000	25	1,276,144	8	205,618
7. Plan Amendment	1/1/1991	688,000	30	393,504	13	46,099
8. Plan Amendment	7/1/1991	1,130,000	30	668,266	13.5	76,605
9. Plan Amendment	1/1/1992	4,000	30	2,447	14	275
10. Plan Amendment	7/1/1992	1,361,000	30	855,551	14.5	94,252
11. Plan Amendment	1/1/1993	211,550	30	136,756	15	14,794
12. Plan Amendment	7/1/1993	98,000	30	65,026	15.5	6,914
13. Plan Amendment	1/1/1994	53,197	30	36,186	16	3,786
14. Plan Amendment	1/1/1995	430,616	30	306,603	17	31,123
15. Plan Amendment	1/1/1996	837,866	30	621,464	18	61,400
16. Plan Amendment	1/1/1997	2,234,865	30	1,719,750	19	165,809
17. Plan Amendment	1/1/1998	1,191,987	30	948,212	20	89,424
18. Plan Amendment	1/1/1999	685,993	30	561,395	21	51,894
19. Experience Loss	1/1/1999	1,249,379	15	401,516	6	80,420
20. Plan Amendment	1/1/2000	985,433	30	827,386	22	75,102
21. Plan Amendment	1/1/2001	2,224,285	30	1,911,467	23	170,656
22. Experience Loss	1/1/2002	4,967,848	15	2,636,112	9	390,729
23. Plan Change	1/1/2002	2,873,064	30	2,521,667	24	221,762
24. Experience Loss	1/1/2003	9,695,188	15	5,759,032	10	794,691
25. Plan Change	1/1/2003	2,278,455	30	2,038,548	25	176,823
26. Experience Loss	1/1/2004	3,571,616	15	2,335,249	11	302,883
27. Plan Change	1/1/2004	335,951	30	305,883	26	26,200
28. Experience Loss	1/1/2005	1,343,748	15	954,201	12	117,239
29. Plan Change	1/1/2005	409,909	30	379,226	27	32,111
30. Experience Loss	1/1/2006	1,269,068	15	968,156	13	113,419
31. Experience Loss	1/1/2007	1,473,846	15	1,197,189	14	134,459
32. Experience Loss	1/1/2007	3,114,762	30	2,963,171	29	245,884
33. Experience Loss	1/1/2009	27,801,544	15	25,063,967	16	2,621,897
34. Experience Loss	1/1/2011	2,333,087	15	2,154,359	13	252,383
35. Experience Loss	1/1/2012	17,209,195	15	16,575,389	14	1,861,613
TOTAL CHARGES				$ 79,822,631		$ 8,931,109

*Charge bases established on or before January 1, 2009 have been extended five years as of January 1, 2009 as approved under Section 431(d)(1)(A).

SECTION IV
CONTRIBUTIONS

Table IV - 6
Schedule of Amortizations Required for Minimum Required Contribution as of January 1, 2013

Type of Base	Date Established	Initial Amount	Initial Amortization Years	1/1/2013 Outstanding Balance	Remaining Amortization Years	Beginning of Year Amortization Amount
Credits						
1. Change Assumptions	1/1/1991	$ 2,355,000	30	$ 1,185,365	8	$ 190,991
2. Actuarial Gain	1/1/1998	3,517,014	15	0	0	0
3. Change Assumptions	1/1/1998	2,717,390	30	2,066,073	15	223,498
4. Actuarial Gain	1/1/2000	2,734,058	15	569,607	2	295,758
5. Actuarial Gain	1/1/2001	786,886	15	236,914	3	85,122
6. Funding Method	1/1/2004	15,007,039	10	2,070,828	1	2,070,827
7. Funding Method	1/1/2007	1,219,765	10	602,079	4	168,316
8. Actuarial Gain	1/1/2008	3,546,007	15	2,779,841	10	383,591
9. Funding Method	1/1/2009	7,270,216	10	5,008,783	6	1,003,219
10. Experience Gain	1/1/2010	4,291,587	15	3,778,469	12	464,245
11. Experience Gain	1/1/2013	543,298	15	543,298	15	58,772
TOTAL CREDITS				$ 18,841,257		$ 4,944,339
NET CHARGE				$ 60,981,374		$ 3,986,770

SECTION IV
CONTRIBUTIONS

Table IV - 7
Former Meat and Poultry Schedule of Amortizations Required for Minimum Required Contribution as of January 1, 2013

	Type of Base	Date Established	Initial Amount	Initial Amortization Years	1/1/2013 Outstanding Balance*	Remaining Amortization Years	Beginning of Year Amortization Amount
Charges							
1.	Initial Unfunded Actuarial Liability	1/1/1986	$ 839,074	30	$ 283,027	8	$ 45,603
2.	Plan Change	1/1/1986	305,389	25	23,952	3	8,606
3.	Plan & Assumption Change	1/1/1986	255,338	30	86,129	8	13,878
4.	Plan & Assumption Change	1/1/1986	530,054	30	178,791	8	28,808
5.	Plan Change	1/1/1989	248,266	30	119,879	11	15,548
6.	Plan Change, AVA Change, & Assumption Change	1/1/1989	697,792	30	336,939	11	43,701
7.	Plan Change	1/1/1990	167,457	30	88,062	12	10,820
8.	Plan Change	1/1/1991	143,740	30	81,428	13	9,539
9.	Plan Change	1/1/1993	411,140	30	263,416	15	28,495
10.	Plan Change	1/1/1994	338,908	30	228,583	16	23,912
11.	Experience Loss	1/1/1995	58,545	15	2,387	2	1,239
12.	Experience Loss	1/1/1996	201,653	15	20,392	3	7,326
13.	Plan Change	1/1/1997	618,819	30	472,137	19	45,521
14.	Plan Change	1/1/1998	234,877	30	185,151	20	17,461
15.	Plan Change	1/1/2000	164,070	30	136,828	22	12,420
16.	Experience Loss	1/1/2001	158,332	15	72,718	8	11,717
17.	Experience Loss	1/1/2002	261,394	15	137,585	9	20,393
18.	Experience Loss	1/1/2003	487,511	15	287,745	10	39,706
19.	Experience Loss	1/1/2004	331,260	15	215,571	11	27,960
20.	Experience Loss	1/1/2005	208,941	15	147,914	12	18,173
21.	Experience Loss	1/1/2007	81,286	15	66,027	14	7,416
	TOTAL CHARGES				$ 3,434,661		$ 438,241

*Charge bases established on or before January 1, 2009 have been extended five years as of January 1, 2009 as approved under Section 431(d)(1)(A).

SECTION IV
CONTRIBUTIONS

Table IV - 8
Former Meat and Poultry Schedule of Amortizations Required for Minimum Required Contribution as of January 1, 2013

Type of Base	Date Established	Initial Amount	Initial Amortization Years	1/1/2013 Outstanding Balance	Remaining Amortization Years	Beginning of Year Amortization Amount
Credits						
1. Assumption Change	1/1/1996	$ 491,468	30	$ 341,072	13	$ 39,957
2. Actuarial Gain	1/1/1999	257,025	15	27,429	1	27,429
3. Actuarial Gain	1/1/2000	60,992	15	12,559	2	6,521
4. Asset Method Change	1/1/2005	591,763	10	156,698	2	81,362
5. Actuarial Gain	1/1/2006	64,491	15	44,578	8	6,796
6. Funding Method Change	1/1/2007	563,269	10	278,031	4	77,726
7. Assumption Change	1/1/2007	1,100,793	15	803,381	9	119,079
TOTAL CREDITS				$ 1,663,748		$ 358,870
NET CHARGE				$ 1,770,913		$ 79,371

SECTION IV
CONTRIBUTIONS

Table IV - 9
Accumulated Reconciliation Account and Balance Test
as of January 1, 2013

1. Amount due to Additional Interest Charges in prior years	$ 0
2. Amount due to Additional Funding Charges in prior years	0
3. Reconciliation Account at Start of Year [1. + 2.]	$ 0
4. Net Outstanding Amortization Bases	62,752,287
5. Credit Balance at Start of Year	9,291,435
6. Unfunded Actuarial Liability at Start of Year from Funding Equation [4. – 3. – 5.]	$ 53,460,852
7. Actuarial Liability at Start of Year	$ 163,768,441
8. Actuarial Value of Assets at Start of Year	110,307,589
9. Unfunded Actuarial Liability at Start of Year from Liability Calculation [7. – 8.]	$ 53,460,852

The Plan passes the Balance Test because line 6. equals line 9.

SECTION IV
CONTRIBUTIONS

Table IV - 10
Development of Full Funding Limitation
for the Year Starting January 1, 2013

		Minimum	Maximum
1.	Old Law Full Funding Limitation		
a.	Actuarial Liability	$ 163,768,441	$ 163,768,441
b.	Normal Cost	2,806,887	2,806,887
c.	Lesser of Market Value and Actuarial Value of Assets	92,362,622	92,362,622
d.	Credit Balance at Start of Year	9,291,435	N/A
e.	Actuarial Liability Full Funding Limit [a. + b. - c. + d.] x 1.08	$ 90,184,472	$ 80,149,722
2.	Full Funding Limit Override (RPA '94)		
a.	RPA 1994 Current Liability at Start of Year	$ 302,894,085	$ 302,894,085
b.	Present Value of Benefits Estimated to Accrue during Year	6,525,512	6,525,512
c.	Expected Benefit Payments	9,255,298	9,255,298
d.	Net Interest on a., b. and c. at Current Liability Interest Rate	11,522,758	11,522,758
e.	Expected Current Liability at End of Year, [a. + b. – c. + d.]	311,687,057	311,687,057
f.	90% of e.	280,518,351	280,518,351
g.	Actuarial Value of Assets at Start of Year	110,307,589	110,307,589
h.	Net Interest on c. and g. at Valuation Interest Rate	8,461,517	8,461,517
i.	Estimated Value of Assets, [g. + h. - c.]	109,513,808	109,513,808
j.	RPA 1994 Full Funding Limit Override	$ 171,004,543	$ 171,004,543
3.	Full Funding Limitation at End of Year, greater of 1. and 2.	$ 171,004,543	$ 171,004,543

SECTION V
REORGANIZATION STATUS

MPPAA requires accelerated funding for an underfunded multiemployer plan which has a large proportion of inactive vested participants. Such plans are labeled "in reorganization" and are subject to requirements for more stringent funding and solvency testing, as well as notification to each contributing employer and each employee organization representing plan participants. Under IRC Section 418, a plan is in reorganization for a plan year if the plan's reorganization index for that year is greater than zero. A plan's reorganization index for any plan year is the excess of the vested benefits charge over the net charge to the funding standard account for such year.

Table V - 1
Demonstration that the Fund is not in Reorganization
for the Year Starting January 1, 2013

Vested Benefits Charge for 2013 based on 1/1/2013 Valuation:		
Present Value of Vested Benefits for Retirees	$	76,406,213
Actuarial Value of Assets		110,307,589
Retiree UVB	$	0
10 year Amortization Factor		7.2469
Charge for Retirees	$	0
PVVB for Non-Retirees	$	84,744,697
Residual Assets		33,901,376
Non-retiree UVB	$	50,843,321
25 year Amortization Factor		11.5288
Charge for Non-Retirees	$	4,410,130
Vested Benefits Charge	**$**	**4,410,130**
Net Charges to Funding Standard Account	**$**	**6,873,028**
Reorganization Index	**$**	**0**

The Plan is not in Reorganization because the Reorganization Index is zero.

SECTION VI
FASB ASC TOPIC NO. 960 DISCLOSURED

Table VI - 1
Present Value of Accumulated Benefits as of January 1, 2013
in Accordance with FASB ASC Topic No. 960

		Amounts	Vested Counts
1. Actuarial Present Value of Benefits			
For Retirees and Beneficiaries	$	76,406,213	2,557
Terminated Vesteds		30,116,410	4,745
Active Participants		54,628,287	4,169
Vested Benefits	$	161,150,910	11,471
2. Non-vested Benefits	$	2,617,531	3,189
3. Accumulated Benefits	$	163,768,441	14,660
4. Market Value of Assets	$	92,362,622	
5. Funded Ratios			
Vested Benefits		57%	
Accumulated Benefits		56%	

Reconciliation of Present Value of Accumulated Benefits

1. Actuarial Present Value at Start of Prior Year	$	155,812,450
2. Increase (decrease) over Prior Year due to:		
Benefit Accruals	$	3,053,579
Benefit Payments		(8,971,379)
Increase for Interest		12,357,331
Experience (Gains)/Losses		1,516,460
Changes in assumptions		0
Plan Amendments		0
3. Actuarial Present Value at End of Prior Year	$	163,768,441

APPENDIX A
MEMBERSHIP INFORMATION

The data for this valuation was provided electronically by Associated Administrators, LLC (AA). Cheiron did not audit any of the data. The data is as of January 1, 2013. Below is a list of assumptions Cheiron made in using the data this year. We continue to work closely with AA to work out all of the intricate data details and expect to require fewer assumptions in future years.

Date of Birth for Active Employees

For active participants with bad or missing dates of birth, we have imputed a date of birth based on the assumption that they entered the Plan at the average hire age of the participants in their group. These average hire ages are as follows:

Full-Time/ Part-Time	Sex	Average Hire Age
Full-Time	Male	45
Full-Time	Female	47
Part-Time	Male	37
Part-Time	Female	42

Full-Time/Part-Time Status

Full-time versus part-time status is not included in the data provided to Cheiron. Participants are assigned full-time versus part-time status based on whether the majority of their service worked for the 2012 plan year was full-time or part-time as reported in the valuation data supplied by Associated Administrators.

The following is a list of data charts contained in this section:

- Age/Service Distribution for Full-Time Active Participants
- Age/Service Distribution for Part-Time Active Participants
- Counts and Average Benefit Amount by Age for Retirees, Beneficiaries, and Disabled Participants
- Counts and Average Benefit Amount by Age for Terminated Vested Participants

APPENDIX A
MEMBERSHIP INFORMATION

AGE/SERVICE DISTRIBUTION OF ACTIVE PARTICIPANTS

Table A - 1
Full-Time Participants as of January 1, 2013
Completed years of credited service as of January 1, 2013

AGE	0-4	5-9	10-14	15-19	20-24	25-29	30 & Up	Total
Under 25	136	16	0	0	0	0	0	152
25-29	168	103	4	0	0	0	0	275
30-34	125	95	51	7	0	0	0	278
35-39	103	91	39	66	7	0	0	306
40-44	108	105	48	97	63	8	0	429
45-49	137	131	51	86	86	46	4	541
50-54	124	147	71	104	77	76	27	626
55-59	96	119	58	62	55	47	35	472
60-64	67	91	37	44	40	27	8	314
65 & Up	51	54	16	14	16	8	6	165
Total	1,115	952	375	480	344	212	80	3,558

Average Age = 47.1 Average Service = 10.7

Part-Time Participants as of January 1, 2013
Completed years of credited service as of January 1, 2013

AGE	0-4	5-9	10-14	15-19	20-24	25-29	30 & Up	Total
Under 25	887	72	0	0	0	0	0	959
25-29	254	183	20	0	0	0	0	457
30-34	148	74	55	6	0	0	0	283
35-39	117	56	40	28	2	0	0	243
40-44	110	74	56	53	20	1	0	314
45-49	155	84	63	47	25	11	0	385
50-54	135	97	59	39	26	11	3	370
55-59	102	78	77	51	26	6	1	341
60-64	76	58	55	33	15	10	1	248
65 & Up	56	71	30	22	12	7	2	200
Total	2,040	847	455	279	126	46	7	3,800

Average Age = 40.0 Average Service = 6.3

APPENDIX A
MEMBERSHIP INFORMATION

AGE DISTRIBUTION OF INACTIVE PARTICIPANTS

Table A - 2
Pensioners and Beneficiaries Receiving Benefits as of January 1, 2013

	Disability Retirements		Normal, Early Deferred Vested Retirements		Surviving Spouses and Beneficiaries Receiving Benefits		Total	
Age	Number	Average Monthly Benefit	Number	Average Monthly Benefit	Number	Average Monthly Benefit	Number	Average Monthly Benefit
Under 55	26	$ 331	16	$ 99	21	$ 236	63	$ 240
55-59	38	455	130	288	16	284	184	322
60-64	41	404	297	420	19	149	357	403
65-69	2	331	631	296	36	296	669	296
70-74	0	0	547	299	41	156	588	289
75-79	0	0	334	250	32	127	366	239
80 & Over	0	0	293	187	37	147	330	182
Total	107	$ 403	2,248	$ 290	202	$ 193	2,557	**$ 287**

Table A - 3
Deferred Vested Participants and Surviving Spouses Entitled to Future Benefits

Age	Number	Monthly Benefit Payable at Normal Retirement Date
Under 45	1,879	$ 233,226
45-49	834	147,897
50-54	828	162,354
55-59	642	117,634
60-64	398	59,460
65 & Over	164	24,337
Total	4,745	$ 744,907

APPENDIX B
SUMMARY OF MAJOR PLAN PROVISIONS

A. Former Meat and Poultry Participants

1. Eligibility

All employees formerly covered by a collective bargaining agreement requiring contributions by employers (including the Local Union) to the Amalgamated Meat Cutters and Allied Workers of North America Local Union No. 593 and Washington Wholesalers Pension Fund participate in the Plan. As of January 1, 2007, the Fund was merged with the UFCW Unions and Participating Employers Pension Fund.

2. Credited Service

Credited service consists of the total past and future service as defined below.

a. Past Service

Past credited service is based on completed years and months of continuous employment with a participating employer prior to the employer's participation date (January 1, 1966 for employers participating under the Amalgamated Meat Cutters agreement and April 1, 1975 for employers participating under the Poultry Workers agreement).

b. Future Service

Future credited service is expressed in terms of years (and fractional years) of employment on or after January 1, 1966 during which an employer is required to make contributions to the Fund. The following schedule is applicable for determining future credited service:

Hours		Future
At Least	But Less Than	Service Credit
400	600	0.3
600	800	0.4
800	1,000	0.5
1,000	1,200	0.6
1,200	1,400	0.7
1,400	1,600	0.8
1,600	1,800	0.9
1,800 and over		1.0

Contributions are made and credit given for the Meat Cutters for 173 hours in any month a participant works 134 or more hours. No employee will be credited with more than one year of future credited service in one calendar year.

Credited service for calculating benefit amounts may not exceed 40 years.

3. Vesting Service

Vesting service for Meat Cutters is the total of past and future credited service.

Vesting service for Poultry Workers is future credited service.

APPENDIX B
SUMMARY OF MAJOR PLAN PROVISIONS

In all cases, one year of vesting service is granted for each year of future credited service in which the participant works at least 1,000 hours.

4. Loss of Credited Service

A participant who has fewer than five years of vesting credit will lose all of his previously accumulated credited service if, before qualifying for and making an application for benefits, he suffers at least three consecutive breaks in service (works less than 500 hours). An exception is made for service in the armed forces in time of war, national emergency or pursuant to a national conscription, provided he returns to active service as an employee within 90 days after release or within such longer period as is prescribed by law. A participant who has lost all of his credited service is considered a new participant at such time as subsequent contributions are made to the pension trust on his behalf.

5. Reinstatement of Service Credits

A former participant who ceases to participate after January 1, 1976 and again becomes a participant may reinstate his prior service and benefit accruals. Reinstatement of prior benefit accruals will be as of the last day of the 12-month period following completion of 1,000 hours with the employer in:

a. the 12-month period commencing with the date of his return, or

b. the 12-month period in the plan year following the date of his return, or

c. any subsequent plan year, provided that (i) the number of consecutive years between the last break in service and the beginning of the plan year in which he fulfills the 1,000-hour requirement was less than his prior vesting service, or

(ii) the participant accumulates at least five years of future service following resumption of participation.

6. Normal Retirement Benefit

<u>Eligibility:</u> A participant is eligible for a normal retirement benefit upon satisfying all of the following conditions:

Age:	60
Credited Service:	5
Future Credited Service:	1

<u>Benefit:</u> The monthly benefit at normal retirement is a dollar amount multiplied by credited service. The dollar amount varies by employer as follows:

Employer	Monthly Benefit Per year of Service
Boar's Head	$ 6.25
All Others	$ 38.00

APPENDIX B
SUMMARY OF MAJOR PLAN PROVISIONS

7. Late Retirement

Eligibility: A participant who remains in employment beyond his normal retirement date is eligible to receive a late retirement benefit commencing on the first day of the month following or coinciding with his actual retirement date.

Benefit: The benefit is determined in accordance with the normal retirement formula based on credited service to the participant's actual date of retirement.

8. Early Retirement Benefit

Eligibility: A participant is eligible for an early retirement benefit upon satisfying all of the following conditions:

Age:	50
Credited Service:	10
Future Credited Service:	1

Benefit: The monthly retirement benefit is the amount determined in accordance with the normal retirement pension formula based on credited service to the date the participant terminates employment, reduced by 1/2 of 1% for each month that the actual benefit commencement date precedes the normal retirement date.

9. Vesting

Eligibility: A participant who terminates employment after completing five or more years of vesting service, including one year of future credited service, is eligible to receive a deferred vested pension commencing at his normal retirement date.

Benefit: The monthly deferred vested pension is the benefit determined in accordance with the normal retirement pension formula based on credited service to the date the participant terminates employment. Individuals who terminated prior to January 1, 1981 have their benefit calculated according to the former plan provisions.

In lieu of benefits commencing at normal retirement, a participant who has completed ten years of credited service (including one year of future credited service) upon reaching age 50 may elect to have a reduced pension commencing immediately. The reduction is calculated in the same manner as the early retirement reduction.

10. Total and Permanent Disability

Eligibility: Each participant who becomes totally and permanently disabled after completing ten or more years of credited service (including one or more years of future credited service) and who qualifies for and receives disability benefits under the federal Social Security law then in effect is eligible for total and permanent disability benefits under the Fund.

Benefit: The monthly total and permanent disability benefit is determined in accordance with the normal retirement pension formula based on credited service at the date of disability.

APPENDIX B
SUMMARY OF MAJOR PLAN PROVISIONS

Disability benefits commence after meeting all of the eligibility requirements noted in the eligibility section above with no reduction if prior to the participant's normal retirement date.

11. Surviving Spouse Benefit

<u>Eligibility:</u> The spouse of an active participant, terminated vested participant, or retired participant who has not yet started to receive benefits, who dies after completing five or more years of credited service (including one or more years of future credited service), is eligible for a survivor's benefit provided the spouse has been legally married to the participant for at least one year prior to the death of the participant.

<u>Benefit:</u> The monthly benefit payable to the spouse is the greater of:

a. 40% of the pension the participant would have received if the participant retired the day immediately preceding his death and elected an immediate payment of benefits, or

b. 50% of the pension the participant would have received if the participant retired the day immediately preceding his death and elected the joint and one-half survivor's benefit option.

Payment commences at the time the participant would have been eligible to receive benefits in the amount specified in (b) above if death occurs prior to eligibility for an immediate benefit.

12. Post-Retirement Spouse Benefit

<u>Eligibility:</u> Unless an alternative optional form of benefit is elected, the spouse of a retired participant who is receiving a pension at his death is eligible for a survivor's benefit provided the spouse had been legally married to the retiree for at least one year prior to death.

<u>Benefit:</u> The survivor's benefit is equal to 20% of the monthly benefit being paid to the participant. The survivor's benefit is payable monthly to the surviving spouse for life.

13. Post-Retirement Lump Sum Death Benefit

<u>Eligibility:</u> The post-retirement lump sum death benefit is payable at the death of any retiree who was receiving a monthly pension from the Plan at the time of death.

<u>Benefit:</u> The lump sum post-retirement death benefit is $2,500.

14. Forms of Pension Benefits

The normal form of pension is a monthly benefit for life, with 50% of the pension continued to the surviving spouse after the participant's death (provided the spouse was legally married to the participant for at least one year prior to death). The pension commences the first day of the next

APPENDIX B
SUMMARY OF MAJOR PLAN PROVISIONS

calendar month after conditions for retirement are satisfied and an application is filed.

Optional benefits, actuarially equivalent in value to the normal form of benefit, are available for election within 60 days of retirement.

a. A reduced "joint and survivor" benefit: wherein, at the death of pensioner, the full amount of the reduced pension continues for the lifetime of the spouse. (For a participant and spouse of equal age, this option provides a reduced pension equal to 80% of the regular pension. Where the spouse is one year younger, the percentage is 79%, etc.)

b. A reduced "joint and 2/3 survivor" benefit: wherein, at the death of pensioner, 2/3 of the reduced pension continues for the lifetime of the spouse. (For a participant and spouse of equal age, this option provides a reduced pension equal to 90% of the regular pension. Where the spouse is one year younger, the percentage drops to 89%, etc.)

c. A reduced "joint and ½ survivor" benefit wherein, at the death of the pensioner, ½ of the reduced pension continues for the lifetime of the spouse. (For a participant and spouse of equal age, this option provides a reduced pension equal to 95% of the regular pension. Where the spouse is one year younger, the percentage drops to 94%, etc.)

15. Changes Since Last Valuation

None.

B. All Other Participants

1. Eligibility

All employees within bargaining units represented by Local 400 and Local 27 where the collective bargaining agreement calls for contributions to this Fund on behalf of such employees as well as Local 400 staff.

2. Normal Retirement Date

At the employee's option, on the last day of the month in which his 65th birthday occurs, but not prior to his completing at least five years of credited service.

3. Credited Service

For each participant under either of the prior pension plans, credited service under this Fund at January 1, 1982 shall be equal to the credited service accrued under the prior Fund as of December 31, 1981; for each other person, credited service prior to January 1, 1982 (or date of joining the Fund, if later), shall be continuous service with his then employer to the nearest month. On and after January 1, 1982, one-fourth of a year of future service is granted to each full-time employee for each 400 hours worked in each calendar year up to 1,600 hours. For part-time employees, 200 hours per quarter and 800 hours per year are required.

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4. Normal Retirement Benefit

The benefit is determined according to the contribution rate applicable at the date of the employee's retirement. The contribution and benefit schedule is as follows:

Recognized Contribution Rate	Pension Benefit Per Month Per Year of Credited Service Full-Time Benefit Rate	Part-Time Benefit Rate
$.05	$ 7.13	$ 3.56
.08	11.25	5.62
.12	16.75	8.37
.15	20.13	10.06
.18	22.25	11.12
.21	24.00	12.00
.24	26.13	13.06
.27	28.13	14.06
.30	30.13	15.06
.33	32.13	16.06
.40	36.80	18.40

Note: Though substantially all participants are subject to the contribution and benefit rates above, there are exceptions. More detailed information on such exceptions can be found in the appendix to the Plan Document.

5. Early Retirement

At the employee's option after he has both attained age 55 and completed at least 15 years of credited service. His accrued normal retirement pension is reduced by one-half of one percent for each month by which his retirement precedes his 60th birthday.

6. Disability Retirement

Disability retirement can occur upon the employee becoming totally and permanently disabled (according to Social Security criteria) after he has completed at least ten years of credited service. His accrued normal retirement pension will be payable without actuarial reduction as soon as the disability has been established to the satisfaction of the Trustees.

7. Deferred Vested Pension Benefit

If an employee ceases to work within a bargaining unit covered by the Fund after he has completed five years of Vesting Service, he will be entitled to his normal retirement pension accrued at the date he stopped work, payable starting on his Normal Retirement Date. Vesting service equals the sum of (a) credited service under each of the prior plans as of December 31, 1981, plus (b) his service after January 1, 1982, in which a year of vesting service is granted for each Plan Year in which he is credited with at least 750 regular time hours.

8. Pre-Retirement Spouse's Pension

Each employee who is vested under the Fund will be provided pre-retirement spouse's pension coverage whereby, if his death occurs before actual retirement, his spouse will receive a lifetime pension from the Fund. The

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SUMMARY OF MAJOR PLAN PROVISIONS

spouse's pension will begin on the first of the month following the later of the employee's death or the earliest date he could have elected to retire under the Fund based upon his credited service at death. The amount of such pension will be one-half of that which would have been payable to the employee if he had retired on the date the spouse's pension is to begin and elected a joint and 50 percent survivor option.

9. Normal Form of Pension

The normal form of pension payable to a married employee will be an actuarially reduced pension on the joint and 50 percent survivor basis unless the employee elects otherwise with the written consent of the spouse. If the employee receives his pension on a single life basis, then a death benefit equal to the excess, if any, of a. over b. will be payable to the employee's designated beneficiary where a. and b. equal

a. 60 times the monthly pension amount

b. the total amount of payments made prior to the employee's death.

10. Post-Retirement Death Benefit

Upon the death of an employee receiving pension benefits under the Plan, a single sum death benefit will be paid to his designated beneficiary. The amount of the death benefit will be $2,500 if the majority of his credited service was as a full-time employee and $1,500 if the majority of such service was as a part-time employee.

11. Changes to Plan Provisions Since Last Valuation

None.

Note: The above summary is for the sole purpose of stating the principal plan provisions on which the valuation is based. Entitlement to benefits under the Fund is determined under the terms and provisions of the Pension Plan document.

APPENDIX C
ACTUARIAL ASSUMPTIONS AND METHODS

A. Actuarial Assumptions

1. Rates of Investment Return

Funding and disclosure purposes:
8.00% compounded annually after payment of administrative expenses

Current Liability under RPA 1994:
3.78% compounded annually

All investment returns are net of investment and administrative expenses.

2. Rates of Mortality

Funding and disclosure purposes:

Actives: RP-2000 Combined Healthy mortality table for males and females without projection.

Healthy Inactives: RP-2000 Healthy Annuitant mortality table set forward one year for males and no adjustment for females without projection.

Disableds: RP-2000 Disabled Annuitant without projection for ages prior to 65. The same mortality as Healthy Inactives for ages 65 and older.

Current Liability: 2013 Static Mortality as prescribed by IRS regulations.

Past experience has shown that expected mortality is only marginally different from actual mortality in prior patterns. This will continue to be monitored and adjustments will be made when necessary.

3. Rates of Retirement

A. Former Meat and Poultry Participants

100% at the later of age 62 and five years of service.

B. All Other Participants

Number Expected to Retire Annually Per 1,000			
Age	**Number**	**Age**	**Number**
55	50	62	100
56	50	63	100
57	50	64	100
58	50	65	500
59	50	66	500
60	100	67+	1,000
61	100		

Employees who terminate employment with entitlement to deferred vested pensions are assumed to commence receiving benefits when first eligible for unreduced benefits.

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4. Rates of Turnover

A. Former Meat and Poultry Participants

(i) During the first five years of service:

Service	Rate of Withdrawal Per 100 Employees
0	16.00
1	13.45
2	11.31
3	9.51
4	8.00

(ii) After five years of service:

Rate of Withdrawal Per 100 Employees		
Age	Male	Female
30	7.23	7.26
35	6.29	6.33
40	5.17	5.23
45	4.02	4.15
50	2.63	2.93
55	1.03	1.56
60	0.21	0.95

B. All Other Participants

Termination of employment for reasons other than death, disability, or retirement is assumed to be in accordance with annual rates as shown below.

Number Expected to Terminate Annually Per 1,000			
Service	Number	Service	Number
0	500	15	70
1	330	16	70
2	250	17	70
3	200	18	70
4	150	19	70
5	125	20	70
6	120	21	70
7	110	22	70
8	100	23	70
9	80	24	60
10	80	25	50
11	80	26	40
12	70	27	30
13	70	28	20
14	70	29	10

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5. Disability

A. Former Meat and Poultry Participants

Graduated rates. See table below for sample values.

Annual Rate Per 100 Employees		
Age	**Male**	**Female**
25	0.03	0.05
30	0.04	0.06
40	0.07	0.10
50	0.18	0.26
60	0.90	1.21
64	2.22	2.89

B. All Other Participants

Disability incidence rates are assumed to be equal to 150 percent of the Group Long-Term Disability Insurance Crude Rates of Disablement (Male Experience Only) published in Transactions, Society of Actuaries, 1979 Reports. Rates were capped at 1% (10 participants per 1,000). The following table shows the Illustrative rates of disablement.

Age	Disablements Per 1,000 Participants
25	0.4
30	0.6
35	1.0
40	1.6
45	2.6
50	4.5
55	8.5

6. Pre-Retirement Spouse's Benefit

A. Former Meat and Poultry Participants

It was assumed that all active employees would be married at the time of death and, assuming service and age requirements were met, would therefore be eligible for the pre-retirement spouse's benefit. It was assumed that surviving spouses would begin to receive the benefits when first eligible.

B. All Other Participants

It was assumed that 80 percent of the male employees and 60 percent of the female employees would be married at the time of death and, assuming service and age requirements were met, would therefore be eligible for the pre-retirement spouse's benefit. It was assumed that surviving spouses would begin to receive benefits when first eligible.

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7. Percent Electing Joint and Survivor Form of Pension

A. Former Meat and Poultry Participants

100% of participants are assumed to elect the QJSA form of payment.

B. All Other Participants

It was assumed that 56 percent would retire with the joint and survivor option in effect with the balance of the retiring employees receiving their benefits under the single life form.

8. Spouse's Age

A. Former Meat and Poultry Participants

100% of participants are assumed to be married. Males are assumed to be four years older than females.

B. All Other Participants

It was assumed that husbands are three years older than their spouses.

9. Changes in Assumptions Since Last Valuation

The RPA '94 current liability interest rate was changed from 4.29% to 3.78% to comply with appropriate guidance. The mortality table for current liability was also updated to the 2013 Static Mortality tables for annuitants and non-annuitants.

B. Actuarial Methods

1. Asset Valuation Method

The method used to value plan assets for funding purposes (i.e., for minimum funding purposes under IRS Code Section 412 and for deductibility under IRS Code Section 404) is that described under Approval #15 of Revenue Procedure 2000-40.

At 1/1/07, the actuarial value is set equal to market value. Going forward the actuarial value is taken to be the market value of assets less unrecognized returns (or plus unrecognized losses) in each of the last five years. An unrecognized return is equal to the difference between the actual return on the market value and the expected return on the market value and is recognized over a five-year period (20% in the year incurred, and an additional 20% in each subsequent year until fully recognized). The actuarial value is further adjusted so that in no event will it lie outside a range of 80%-120% of market value.

2. Funding Method: Unit Credit Cost Method

The cost method for valuation of liabilities used for this valuation is the Unit Credit method. This is one of a family of valuation methods known as accrued benefit methods. The chief characteristic of accrued benefit methods is that the funding pattern follows the pattern of benefit accrual.

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The normal cost is determined as that portion of each participant's benefit attributable to service expected to be earned in the upcoming plan year. The actuarial liability, which is determined for each participant as of each valuation date, represents the actuarial present value of the portion of each participant's benefit attributable to service earned prior to the valuation date.

3. Funding Relief

The Fund's Board of Trustees elected funding relief under § 431(b)(8) of the Code and § 304(b)(8) of ERISA, specifically:

- The "special asset valuation rule" in determining the actuarial value of plan assets which allows the Fund to recognize the 2008 loss over 10 years, at 10% per year starting with the 2009 actuarial value of assets, and

- The "special asset valuation rule" in determining the actuarial value of plan assets which allows the Fund to use 130% of the market value of assets as the ceiling for the 2009 and 2010 actuarial value of assets.

4. Changes in Methods Since Last Valuation

None.