UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND

BOARD OF TRUSTEES MEETING

AUGUST 30, 2018

/

United Food and Commercial Workers Unions
and Participating Employers
Pension Fund

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

8400 Corporate Drive, Suite 430
Landover, Maryland 20785-2361
Telephone: (301) 459-3020
(800) 638-2972
www.associated-admin.com

AGENDA

AUGUST 30, 2018

9:00 a.m.

I. CALL TO ORDER

II. MINUTES (pg. 1 – 8)
   A. REGULAR MEETING – APRIL 11, 2018

III. FINANCIAL REPORT (pg. 9 – 11)
   A. PNC REPORT
   B. INVESTMENT PERFORMANCE SERVICES

IV. ACTUARY'S REPORT

V. ATTORNEY'S REPORT

VI. ADMINISTRATIVE MANAGER'S REPORT – (1Q18 & 2Q18) (pg. 12 – 47)
   A. ADMINISTRATIVE MANAGER'S CONTRACT RENEWAL - STATUS

VII. INVOICES (pg 48 – 51)

VIII. OTHER FUND BUSINESS
   A. MISCELLANEOUS CORRESPONDENCE

IX. NEXT MEETING DATE AND LOCATION (NOVEMBER 14, 2018, LOCATION TO BE DETERMINED)

X. ADJOURNMENT

MINUTES

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MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES OF THE UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
APRIL 11, 2018
LANDOVER, MARYLAND

The following Trustees were present:

UNION TRUSTEES
J. Chorpenning - Secretary
M. Federici

EMPLOYER TRUSTEE
D. Gwin - Chairperson
J. Born
W. Seehafer

Also present were:

H. Burton - Morgan, Lewis, & Bockius LLP
D. Clutts - Associated Administrators, LLC
A. Hanson - UFCW Local 400
P. Hardcastle - Cheiron
T. Hipkins - UFCW Local 27
W. Jensen - Associated Administrators, LLC
M. Jones - PNC Institutional Asset Management
M. Li - Cheiron
R. Murray - Cheiron
D. Russell - Investment Performance Services, LLC
S. Sanchez - Slevin & Hart, P.C.
B. Slevin - Slevin & Hart, P.C.
L. Walsh - Associated Administrators, LLC
M. Wilson - UFCW Local 400

I. CALL TO ORDER

A quorum being present, Chairperson Gwin called the meeting to order. Ms. Clutts reported that she had received correspondence from Trustee Murphy giving his proxy vote to Secretary Chorpenning to act in all matters coming before the Trustees.

II. MINUTES

The Trustees reviewed the minutes of the regular meeting held on December 6, 2017, which were pre-circulated.

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

> **RESOLVED that the minutes of the regular meeting held on December 6, 2017 are approved as presented.**

III. FINANCIAL REPORT

A. PNC Report

The Trustees welcomed Ms. Mary Jones of PNC Institutional Asset Management to the meeting. Ms. Jones presented the PNC Summary of Activity report for the period January 1, 2018 to February 28, 2018. Such report indicated a beginning market value of $119,010,518, receipts of $1,595,064, disbursements of $2,289,000, and investment returns of $1,042,627, producing an ending market value of $119,359,208 as of February 28, 2018.

Mr. Jensen said that PNC is changing its fee structure for its commercial banking clients. PNC will present its fee proposal for the Fund at the August 15, 2018 Board meeting. Ms. Jones confirmed that the PNC Trust division was not altering its fees at this time.

The Trustees thanked Ms. Jones for her report and she was excused from the meeting.

B. Investment Performance Services ("IPS")

The Trustees welcomed Mr. David Russell of IPS to the meeting.

1. Master Consulting Report

Mr. Russell distributed the Master Consulting Report for the period ended December 31, 2017. Such report indicated a market value of assets of $119,010.518. The total portfolio had a 3.4% return gross of fees for the fourth quarter 2017, and a 15.7% return gross of fees for the calendar year 2017.

2. **Manager's Review**

Mr. Russell reviewed each investment manager's performance. Mr. Russell said that the asset class of Hedge Fund of Funds underperformed the HFRI Fund of Funds Composite Index. IPS is monitoring EnTrust Capital Diversified Fund's performance for improvement. Chartwell Investment Partners is acquiring Columbia Partners, an investment management firm. Mr. Russell said that he did not anticipate the acquisition having any effect on the Fund's investment with Chartwell.

3. **Asset Allocation**

Mr. Russell had no recommendations for asset allocation changes.

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

IV. ACTUARY'S REPORT

The Trustees welcomed Mr. Peter Hardcastle, Mr. Robert Murray, and Mr. Matthew Li from Cheiron to the meeting.

A. Valuation

Mr. Hardcastle presented the final Actuarial Valuation Report as of January 1, 2017. Cheiron received information from the Consolidated Pension Fund, regarding the pension transfers that occurred during 2016, which was needed to finalize the valuation.

B. 2018 PPA Zone Certification

Cheiron conducted insolvency tests, as required under the Pension Protection Act and IRC Section 431(d) for Plans in the red zone. Mr. Hardcastle said that the Fund remains in critical status and is making scheduled progress under its Rehabilitation Plan to emerge from critical status at a later date.

C. Annual Funding Notice

Mr. Jensen stated that the Annual Funding Notice and Notice of Critical Status will be mailed to Plan participants at the end of April, 2018. The Fund Office is working with Withum, Smith & Brown PC ("Withum") to finalize the participant notifications.

D. Lion's Center

Mr. Jensen reported that the Fund office received a withdrawal liability settlement offer from the Lion's Center, proposing to settle its withdrawal liability for a lump sum payment of $336,600. After discussion,

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

> **RESOLVED to accept a lump sum of $336,600 in full settlement of Lion's Center's remaining withdrawal liability obligation to the Fund.**

The Trustees thanked Mr. Hardcastle, Mr. Murray, and Mr. Li for their report and excused them from the meeting.

V. ATTORNEY'S REPORT

A. Actuarial Increase Amendment

Mr. Slevin presented a proposed Plan amendment regarding benefits accrued after normal retirement age. After discussion,

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

> **RESOLVED to adopt the amendment, with revised language discussed by the Trustees.**

B. Benefits Accrued Post 70.5

Mr. Slevin reported on the Fund's rules relating to the calculation of benefits earned after age 70.5 and on the Fund's rules relating to required minimum distributions.

C. Consolidated Fund Information Request

Mr. Slevin reported that the Consolidated Pension Fund has raised question relating to the calculation of post-normal retirement age benefits for participants who were transferred from the Fund to the Consolidated Fund. Mr. Slevin noted that Slevin & Hart recused itself since it has a potential conflict relating to this subject because it also represents the Consolidated Fund. Consequently, Mr. Slevin and Ms. Sanchez left the meeting and Mr. Burton reported on this issue to the Board.

At the conclusion of Mr. Burton's report, Mr. Slevin and Ms. Sanchez returned to the meeting.

D. Magruder Withdrawal Liability Litigation

Mr. Slevin reported on the Fund's pending withdrawal liability litigation against Magruder and two potential controlled group members.

E. Withdrawal Liability and Delinquent Contributions

Mr. Slevin reported on the Fund's withdrawal liability assessments related to the following employers: Bestway, Delmarva and G&G Eddies. Bestway has paid the full withdrawal liability settlement amount agreed upon by the Trustees.

F. UFCW Locals 27 and 400 Participation Agreements

Mr. Slevin reported on the status of the Participation Agreements between Locals 400 and 27 and the Fund. Mr. Slevin also reported on the Locals' contribution history. The Trustees directed Cheiron and the Fund Office to research the contribution rate history of the Locals and the Fund's contributing employers under the Fund's Rehabilitation Plan.

Secretary Chorpenning requested the Fund Office provide Local 27 with a withdrawal liability estimate as of December 31, 2017, including a lump sum calculation.

G. 2017 Rehabilitation Plan

Mr. Slevin reported on the 2017 Rehabilitation Plan update.

H. Chartwell Investment Partners Acquisition

Mr. Slevin reported on the Chartwell acquisition of Columbia Investment Partners.

I. Entrust Special Opportunities Fund IV

Mr. Slevin reported that the side letter between the Entrust Special Opportunities Fund IV and the Fund was executed between meetings.

J. Benchmark Antitrust Litigation

Mr. Slevin reported on several benchmark-related class actions, noting that PNC stated it would file any applicable claims on the Fund's behalf.

K. Convergex Merger with Cowan

Mr. Slevin reported that the amendment reflecting Cowen's assumption of Convergex's agreement with the Fund was executed between meetings.

VI. Associated Administrators Administrative Contract

Mr. Jensen stated that Associated Administrators' contract will expire May 31, 2018. He presented a request for a three-year extension of the contract and reviewed justification for a fee increase, including new legislation that has significantly affected benefits processing, implementation of the new eligibility rule changes and regulatory changes, and ongoing information technology investment for mandated security and compliance.

The representatives from Associated Administrators, LLC were excused from the meeting.

The Trustees discussed the contract renewal and tabled same pending further discussion.

The Trustees invited the representatives from Associated to rejoin the meeting and they were advised of the Trustees' decision.

VII. ADMINISTRATIVE MANAGER'S REPORT

Ms. Clutts reviewed the Administrative Manager's Report for the fourth quarter 2017. The fourth quarter Administrative Manager's Report indicated total income of $2,328,596 and total expenses of $3,915,558, producing a net deficit of $1,586,962. Ms. Clutts reported that contributions were remitted on behalf of 3,386 Plan participants. Ms. Clutts noted that page 12 of the Administrative Manager's Report is a report requested by the Trustees titled "Stipend Income & Expenses." The report indicated stipend income of $74,700 and stipend expenses of $75,115 paid to 55 Plan participants.

Ms. Clutts reviewed a list of pension applications submitted for approval during the fourth quarter of 2017.

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

> **RESOLVED that the pension applications contained in the Administrative Manager's fourth quarter 2017 report are approved for payment.**

VIII. INVOICES

Ms. Clutts presented a list of invoices dated April 11, 2018. She noted there were no additions, deletions or changes to the list.

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

> **RESOLVED that the invoices on the list dated April 11, 2018 are approved for payment.**

IX. OTHER FUND BUSINESS

Ms. Clutts reported the following:

A. Fiduciary Liability Policy

The fiduciary liability insurance for the policy period March 30, 2018 to March 29, 2019 was renewed through Chubb. The individual Waiver of Recourse premium invoices were sent to the Trustees on March 14, 2018.

B. Westfield Capital Management and Boyd Watterson Asset Management

The Fund Office received correspondence from Westfield Capital Management and Boyd Watterson Asset Management related to disclosure updates and privacy notices. The correspondence was sent to Mr. Albert Leech at Withum for review.

C. SuperValu's Withdrawal Liability

Trustee Seehafer requested an estimate of SuperValu's withdrawal liability from the Fund on October 4, 2017. The withdrawal liability estimate was provided to SuperValu on February 7, 2018.

X. NEXT MEETING DATES AND LOCATIONS

After discussion, the Trustees selected the following dates and meeting locations for 2018:

August 15, 2018 – 9:00 a.m. – UFCW Local 400, Landover, Maryland
November 14, 2018 – 9:30 a.m. – location to be determined

XI. ADJOURNMENT

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

Respectfully submitted,

Jason Chorpenning, Secretary

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FINANCIAL REPORT

UFCW UNIONS & PARTICIPATING EMPLOYERS
PENSION FUND
SUMMARY OF ACTIVITY
JANUARY 01, 2018 to JUNE 30, 2018

MANAGERS	BALANCE 1/1/2018	RECEIPTS	INTER A/C TRANSFERS	EXPENSES	INVESTMENT RETURN	BALANCE 6/30/2018	%
WEDGE	14,316,715	1,422	-300,000	-120	-167,629	13,850,389	11.6%
BOYD WATTERSON GSA [1]	2,941,175				129,658	3,070,833	2.6%
SBH	4,972,588	192			-43,105	4,929,675	4.1%
AMERICAN REALTY [1]	6,758,256				256,474	7,014,730	5.9%
PRINCIPAL [1]	10,964,988				454,541	11,419,529	9.6%
LOOMIS HY [1]	5,743,770				-15,095	5,728,675	4.8%
NORTHERN TR [1]	6,121,836				442,030	6,563,866	5.5%
WESTFIELD	7,763,424	1,476	-1,500,000	-25	675,564	6,940,439	5.8%
LOOMIS-SMID [1]	12,409,377				-194,708	12,214,669	10.2%
ENTRUST CAP DIVERSIFIED [1]	5,846,819				-851	5,845,968	4.9%
ENTRUST CAP DIVERSIFIED, Cl X [1]	478,651				-6,815	471,836	0.4%
ENTRUST SPECIAL OP III [1]	5,554,136				-53,714	5,500,422	4.6%
ENTRUST SPECIAL OP IV [1]	0				1,022,446	1,022,446	0.9%
JOHNSTON [1]	10,793,003				64,513	10,857,516	9.1%
CHARTWELL	5,075,020				23,030	5,098,050	4.3%
HAMILTON LANE [1]	1,424,353				1,562,321	2,986,674	2.5%
CORBIN ERISA OPPORTUNITY [1]	11,772,639				423,592	12,196,231	10.2%
SENTINEL REAL ESTATE FUND [1]	2,963,195				117,406	3,080,601	2.6%
CASH RESERVES	36,534	8,234,759	1,800,000	-9,586,116	10,636	495,813	0.4%
TOTAL	115,936,479	8,237,849	0	-9,586,261	4,700,295	119,288,363	100.0%

PNC BANK

[1] Assets not under custody of PNC
Values obtained from IPS, as of 6/30/2018

PNC BANK

March 28, 2018

UFCW Unions and Participating Employers Pension Fund
Board of Trustees
c/o Associated Administrators, LLC
911 Ridgebrook Road
Sparks, Maryland 21152

Re: Changes to Your Treasury Management Fee Schedule for 2018

Dear Board of Trustees:

PNC Bank is committed to providing your organization and your third party administrator with the Treasury Management solutions you need to achieve your organization's financial goals – at a competitive price. In support of our continued investment in new technology and innovative cash management tools, we are increasing our fees for select services. The impact of these price changes will depend on the mix of services used and related transaction volumes.

To provide specific 2018 pricing information for your organization, PNC has prepared a comparison of average pricing for 2017 and the 2018 pricing calculated on the mix of services used and related transaction volumes for the month of February 2018. These are attached for your review.

Price changes were scheduled to take effect in January 2018, and we have deferred the implementation of Treasury Management fee increases until the month after your next scheduled 2018 board meeting. We also worked with your third party administrator to delete certain services that were either not being utilized or were considered unnecessary. Finally, we have implemented a credit on your account analysis to give value for the balances you keep in your accounts, which serves to offset transaction fees.

We reviewed the pricing increases and applied a competitive discount, and in addition, we have increased the earnings credit rate applied to you balances to give further credit for the balances that your organization keeps in the accounts with PNC Bank. We understand that there are no price increases in 2018 for PNC Institutional Investment services.

We would be happy to address questions that you may have regarding these changes. We thank you for choosing PNC as your Treasury Management provider and we appreciate your business.

Very truly yours,

Stephen D. Palmer
Senior Vice President

	Account Name	2017 Avg Fee	Feb-2018 Fee	Estimated Impact
	UFCW Unions and Participating Employers Pension Fund			
5501299023	UFCW UNIONS AND PARTICIPATING EMPLOYEES	$28.38	$191.38	$163.00

ADMINISTRATIVE MANAGER'S REPORT

UFCW UNIONS AND PARTICIPATING

EMPLOYERS PENSION FUND

FIRST QUARTER 2018

ADMINISTRATIVE MANAGER'S REPORT

FIRST QUARTER 2018
CONTRIBUTIONS

COMPANY	RATE	PARTICIPANTS	HOURS	CONTRIBUTIONS	CONTRACT EXPIRATION DATE
ALLEGANY COUNTY 27	$0.33	99	43,837	$14,466	9/30/2018
ASSOCIATED ADMINISTRATORS	1.01	155	64,658	65,305	10/29/2020
LION'S MANOR 27[1]	.25	66	29,487	7,372	12/15/2018
METRO/BASICS 27	1.25	804	350,556	438,195	7/11/2020
SHOPPERS 400	1.25	2,182	893,854	1,117,317	7/11/2020
UFCW LOCAL 27	1.21	41	21,344	25,826	No CBA
UFCW LOCAL 400	1.08	47	24,492	26,451	No CBA
UFCW LOCAL 400 TEMPS	1.08	0	0	0	No CBA
TOTAL		**3,394**	**1,428,228**	**$1,694,932**	

AVERAGE MONTHLY HOURS	**140.27**

[1]INCLUDES ADJUSTMENTS FOR 1/17-12/17

FIRST QUARTER 2018 EXPENSES

BENEFIT EXPENSES

CATEGORY	AMOUNT	AVG. HOURLY COST	PERCENTAGE
PENSION BENEFITS	$2,847,994	$1.994	85.07%
SUBTOTAL	**$2,847,994**	**$1.994**	**85.1%**

OPERATING EXPENSES

CATEGORY	AMOUNT	AVG. HOURLY COST	PERCENTAGE
ADMINISTRATION	$154,566	$0.108	4.62%
MISCELLANEOUS	345,307	0.240	10.31%
SUBTOTAL	**$499,873**	**$0.348**	**14.9%**
TOTAL EXPENSES	**$3,347,867**	**$2.342**	**100.0%**

MISCELLANEOUS

CATEGORY	AMOUNT	AVG. HOURLY COST	PERCENTAGE
ACCURINT	$120	$0.000	0.00%
ACTUARIAL & CONSULTING	8,275	0.006	0.25%
AM. STABLE VALUE	19,000	0.013	0.57%
BNY CONVERGEX	(481)	0.000	-0.01%
BONDING & INSURANCE	33,127	0.023	0.99%
BOYD WATTERSON	3,149	0.002	0.09%
CHARTWELL	5,666	0.004	0.17%
ENTRUST CAP	27,217	0.019	0.81%
ENTRUST CLASS X	793	0.001	0.02%
IFEBP	3,350	0.002	0.10%
IPS	18,750	0.013	0.56%
JOHNSTON INTERNATIONAL	20,081	0.014	0.60%
LEGAL	127,631	0.089	3.81%
LOOMIS SAYLES	30,654	0.021	0.92%
MEETING	636	0.000	0.02%
PNC	1,202	0.001	0.04%
POSTAGE	1,807	0.001	0.05%
PRINTING	273	0.000	0.01%
SEGALL BRYANT & HAMILL	2,470	0.002	0.07%
TELEPHONE	69	0.000	0.00%
WEDGE CAPITAL	16,269	0.011	0.49%
WELLINGTON TRUST	12,535	0.009	0.37%
WESTFIELD CAPITAL	12,714	0.009	0.38%
SUBTOTAL	**$345,307**	**$0.240**	**10.31%**

RETIREES	3,124	AVG. MTH. PAYOUT	$303.88

FIRST QUARTER 2018
STIPEND INCOME & EXPENSES

STIPEND INCOME

CATEGORY	AMOUNT
STIPEND	$76,050

STIPEND EXPENSES

CATEGORY	AMOUNT
BENEFIT	$76,050
ADMINISTRATION	$423

TOTAL EXPENSES	**$76,473**

PARTICIPANTS	56

FIRST QUARTER 2018
QUARTERLY RECAP

	FIRST 2018	SECOND 2018	THIRD 2018	FOURTH 2018	TOTAL
CONTRIBUTIONS	$1,694,932				$1,694,932
STIPEND INCOME	76,050				76,050
WITHDRAWAL LIABILITY[1]	189,244				189,244
MISCELLANEOUS[2]	2,003				2,003
INTEREST & DIVIDENDS	320,895				320,895
TOTAL INCOME	**$2,283,124**	**$0**	**$0**	**$0**	**$2,283,124**
BENEFIT EXPENSES					
PENSION BENEFITS	$2,847,994				$2,847,994
STIPEND BENEFITS	76,050				76,050
SUBTOTAL	$2,924,044	$0	$0	$0	$2,924,044
OPERATING EXPENSES					
ADMINISTRATION	$154,566				$154,566
STIPEND ADMINISTRATION	423				423
MISCELLANEOUS	345,307				345,307
SUBTOTAL	$500,296	$0	$0	$0	$500,296
TOTAL EXPENSES	**$3,424,340**	**$0**	**$0**	**$0**	**$3,424,340**

TOTAL INCOME	$2,283,124	$0	$0	$0	$2,283,124
TOTAL EXPENSE	$3,424,340	$0	$0	$0	$3,424,340
SURPLUS (DEFICIT)	**($1,141,216)**	**$0**	**$0**	**$0**	**($1,141,216)**

TOTAL PARTICIPANTS	3,394				3,394

[1]WITHDRAWAL LIABILITY PAYMENTS RECEIVED AS OF 03/31/18

[2]LITIGATION SETTLEMENTS - $2,002.87

2017
QUARTERLY RECAP

	FIRST 2017	SECOND 2017	THIRD 2017	FOURTH 2017	TOTAL
CONTRIBUTIONS	$1,466,175	$1,582,701	$1,787,724	$1,727,227	$6,563,827
STIPEND INCOME	73,800	67,050	73,800	74,700	289,350
WITHDRAWAL LIABILITY[1]	1,086,872	158,470	210,283	189,244	1,644,869
MISCELLANEOUS[2]	246	8,140	899	1,872	11,157
INTEREST & DIVIDENDS	344,211	370,275	384,215	335,553	1,434,254
TOTAL INCOME	**$2,971,304**	**$2,186,636**	**$2,456,921**	**$2,328,596**	**$9,943,457**

BENEFIT EXPENSES					
PENSION BENEFITS	$2,736,371	$2,744,899	$2,902,504	$2,997,137	$11,380,911
STIPEND BENEFITS	73,800	67,050	73,800	74,700	289,350
SUBTOTAL	$2,810,171	$2,811,949	$2,976,304	$3,071,837	$11,670,261

OPERATING EXPENSES					
ADMINISTRATION	$153,514	$154,183	$157,026	$150,737	$615,460
STIPEND ADMINISTRATION	408	393	410	415	1,626
MISCELLANEOUS	226,453	329,726	333,153	692,569	1,581,901
SUBTOTAL	$380,375	$484,302	$490,589	$843,721	$2,198,987

TOTAL EXPENSES	**$3,190,546**	**$3,296,251**	**$3,466,893**	**$3,915,558**	**$13,869,248**

TOTAL INCOME	$2,971,304	$2,186,636	$2,456,921	$2,328,596	$9,943,457
TOTAL EXPENSE	$3,190,546	$3,296,251	$3,466,893	$3,915,558	$13,869,248
SURPLUS (DEFICIT)	**($219,242)**	**($1,109,615)**	**($1,009,972)**	**($1,586,962)**	**($3,925,791)**

TOTAL PARTICIPANTS	3,382	3,359	3,367	3,386	3,374

[1]WITHDRAWAL LIABILITY PAYMENTS RECEIVED AS OF 12/31/17

[2]LITIGATION SETTLEMENTS - $1,872.02

FIRST QUARTER 2018
DELINQUENCIES

NONE

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
APPLICATIONS SUBMITTED FOR APPROVAL
FIRST QUARTER 2018

STATUS	NAME	AGE	EMPLOYER	LOCAL	EFFEC DATE	TYPE	RECIP	FULL TIME YEARS	PART TIME YEARS	J&S	PENSION AMOUNT
FT	GOOD, JOHN	65	ASPLUNCH / NG GILBERT / DAVEY TREE	27	02/01/18	V		11.75			$ 330.53
FT	STRONG, SHARON	66	ASSOCIATED ADMINISTRATORS, LLC	27	02/01/18	N		11.25			$ 270.00
FT	WARD, THOMAS	66	ASSOCIATED ADMINISTRATORS, LLC	27	03/01/18	N		14.75			$ 354.00
FT	JONES, ANNEMARIE	58	BENEFICIARY	400	01/01/18	PX		14.75	6.00		$ 150.64
FT	KING, GLORIA	66	BOAR'S HEAD	27	11/01/17	V		7.70			$ 48.13
FT	MEADE, MARY	64	BOAR'S HEAD	400	01/01/18	V		26.20			$ 163.75
FT	OLACIREGUI, OSCAR	67	BOAR'S HEAD	400	08/01/17	VNR		8.00			$ 50.00
FT	PERKINS, OTIS	66	BOAR'S HEAD	27	01/01/18	V		7.50			$ 46.88
FT	WILLIAMS, FRANK	67	BOAR'S HEAD	400	10/01/17	VNR		18.90		100	$ 88.60
FT	DAWSON-TEREBECKI, JANET	64	CANADA DRY POTOMAC	27	01/01/18	LS		3.00			$ 3,744.18
FT	CAGE, ELIZABETH	60	CHESSIE FCU	27	07/01/17	V	Y	4.50			$ 126.59
FT	KLINE, THOMAS	60	FARM FRESH	400	12/01/12	V		9.25			$ 115.16
FT	O'NEILL, HUGH	60	FOOD-A-RAMA / BASICS	27	10/01/09	V	Y	4.50		100	$ 26.28
FT	GLEASON, CURTIS	62	FOOD-A-RAMA/BASICS / SHOPPERS	400	11/01/17	EN		37.25		100	$ 730.46
PT	BROWN, ANGELA	67	GIANT	27	02/01/18	LS	Y		4.75		$ 4,154.79
PT	DUDLEY, NORMAN	55	GIANT	400	01/01/18	LS	Y		1.00		$ 587.18
FT	FINCHAM, MARY	65	GIANT	27	01/01/18	NA	Y	4.75	4.50		$ 83.01
FT	NORWOOD, PATRICIA	55	GIANT	27	01/01/18	X		26.25	2.75		$ 397.60
FT	ASHRAF, KHAWAJA	54	JUMBO FOODS / SUPER VALU / SHOPPERS	400	01/01/13	D		19.00		100	$ 756.80
FT	WISE, ANITA	65	MASON'S	400	12/01/15	VNR		10.50			$ 88.20
PT	BOOTH, THELMA	64	METRO / BASICS	27	06/01/17	EN	Y		7.25		$ 40.75
FT	GILBERTO, DARLENE	57	METRO / BASICS	27	03/01/18	PV		10.75			$ 68.47
PT	PAIGE, EULA	67	METRO / BASICS	27	03/01/18	NA			11.50		$ 67.12
FT	SCAGGS, ALAN	60	METRO / BASICS	27	09/01/15	V		21.25		100	$ 409.36
FT	FLEENOR, HAROLD	60	METRO / SHOPPERS	400	12/01/12	V	Y	4.75	0.25		$ 97.54
PT	MANGUM, PRISCILLA	75	METRO FOOD	27	03/01/18	LS			5.75		$ 4,005.42
PT	KURDZIOLEK, ROBIN	62	SAFEWAY	400	01/01/18	LS	Y		0.50		$ 918.93
PT	MUMFORD, YVONNE	60	SAVE RITE / GIANT	400	11/01/15	V	Y		4.75	100	$ 29.05
FT	WISE, WILLIAM	60	SAVE RITE / GIANT	400	11/01/12	V	Y	2.75	1.25		$ 51.98
PT	BECKER, MICHAEL	72	SHOPPERS	400	11/01/17	N			26.00		$ 339.56
FT	BETTS, THOMAS	69	SHOPPERS	400	02/01/18	VNA		6.25	2.00	100	$ 164.07
PT	BOLT, JANET	66	SHOPPERS	400	03/01/18	LS	Y		1.00		$ 1,927.43
FT	CHILCOAT, ANN	62	SHOPPERS	400	12/01/17	EN		28.75	2.00		$ 777.36
FT	FOREMAR, DARRELL	55	SHOPPERS	400	11/01/17	X		10.25	7.00		$ 251.47
FT	GREGORY, MARTIN	64	SHOPPERS	400	12/01/17	EN		23.50	4.25		$ 669.57
PT	GULDEN, PATRICIA	65	SHOPPERS	27	03/01/18	LS	Y		3.50		$ 2,215.16
PT	HALSTEAD, VICKI	65	SHOPPERS	27	02/01/18	V			9.75		$ 98.09
FT	JACKERSON, SANDRA	65	SHOPPERS	400	09/01/16	VNR		9.50	5.25		$ 316.81
FT	JACOBS, WILLIAM	64	SHOPPERS	400	08/01/17	EN		30.25	1.25	50	$ 734.13
PT	LANHAM, MARTHA	65	SHOPPERS	400	09/01/16	VNR			12.50		$ 139.00

PROPRIETARY INFORMATION: THIS REPORT BELONGS TO UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND.

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
APPLICATIONS SUBMITTED FOR APPROVAL
FIRST QUARTER 2018

STATUS	NAME	AGE	EMPLOYER	LOCAL	EFFEC DATE	TYPE	RECIP	FULL TIME YEARS	PART TIME YEARS	J&S	PENSION AMOUNT
PT	LEWIS, KAREN	61	SHOPPERS	400	10/01/17	EN			10.75		$ 140.40
FT	NETTLES, DAVID	56	SHOPPERS	400	02/01/18	E		29.75	1.50		$ 617.64
PT	OCAMPO, OLIVIA	66	SHOPPERS	400	01/01/18	N			31.25		$ 389.37
PT	REECE, LINDA	67	SHOPPERS	27	12/01/17	NR			25.00		$ 326.50
PT	SAINI, AMARJIT	66	SHOPPERS	400	12/01/17	N			11.25		$ 146.93
PT	SANDERS, SANDRA	55	SHOPPERS	400	12/01/17	X		4.75	13.25		$ 208.02
FT	SKIPWITH, ARMSTARD	65	SHOPPERS	400	09/01/17	VNR	Y	7.00		100	$ 94.18
PT	VAN, NU	73	SHOPPERS	400	09/01/17	NR			13.75		$ 179.58
FT	WARD, GEORGE	65	SHOPPERS	27	09/01/17	VNR	Y	1.75		100	$ 27.66
FT	HARPER, LARUTH (BENEFICIARY)	66	SURVIVING SPOUSE PENSION	400	11/01/17	J					$ 309.16
FT	LONG, SHARON (BENEFICIARY)	58	SURVIVING SPOUSE PENSION	400	11/01/17	J					$ 294.18
FT	ZAAS, SHARON	70	SURVIVING SPOUSE PENSION	27	07/01/17	J					$ 166.91
PT	ABRIAM, JODDY	60	SYMS CORPORATION	400	01/01/13	V		0.25	16.25		$ 168.51

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
PENSION ADJUSTMENTS
FIRST QUARTER 2018

FT/ PT	NAME	CHANGE	LOCAL	OLD AMOUNT	NEW AMOUNT
PT	CASSELL, MICHAEL	GUARANTEED PAY EXPIRED	400	$ (60.78)	$ -
PT	LATKA, GREG	GUARANTEED PAY EXPIRED	400	$ (176.31)	$ -

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND FIRST QUARTER 2018 PENSION ROLL			
		PENSIONERS	MONTHLY PAYROLL
Pension Roll As Of	12/01/17	3018	$ 898,227.19
Deletes/Deceased	03/01/18	(24)	$ (5,903.82)
Death Benefit Drops	03/01/18	(19)	$ (3,540.13)
Pensions to be Approved On	03/01/18	45	$ 11,150.00
Pension Reinstatements	03/01/18	19	$ 3,228.08
Death Benefit Adds	03/01/18	11	$ 3,496.77
Death Benefit Changes	03/01/18		$ (2,558.93)
Adjustments	03/01/18	(2)	$ (237.09)
Pension Roll As Of	03/01/18	**3048**	**$ 903,862.07**

TOTAL PENSIONERS FIRST QUARTER 2018			
Deferred Vested	03/01/18	786	$ 139,314.02
Disability	03/01/18	103	$ 42,280.02
Early	03/01/18	242	$ 91,277.84
Early Deferred Vested	03/01/18	253	$ 62,063.62
Early Non-Reduced	03/01/18	609	$ 268,684.19
Guaranteed Pay	03/01/18	14	$ 3,337.17
Normal	03/01/18	708	$ 236,777.06
Post Retirement J & S	03/01/18	188	$ 36,665.39
Pre Retirement J & S	03/01/18	86	$ 11,620.19
QDRO	03/01/18	9	$ 1,469.27
Seventy 1/2	03/01/18	1	$ 1,911.87
Death Benefit Annuity	03/01/18	49	$ 8,461.43
TOTAL	03/01/18	**3048**	**$ 903,862.07**

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
DELETES
FIRST QUARTER 2018

NAME	REASON	BENEFIT AMOUNT	TYPE OF PENSION
BROWN, BETTY	DECEASED 01/14/18	$ (487.63)	NR
CANNON, GEORGE	DECEASED 12/13/17	$ (45.52)	NR
CHESELDINE, BARRY	DECEASED 01/15/18	$ (104.76)	V
DARDEN, LYMON	DECEASED 01/08/18	$ (960.53)	N
DAVIS, JUDITH	DECEASED 12/29/17	$ (65.11)	D
ENGELBACH, GEORGE	DECEASED 12/30/17	$ (1,139.75)	EN
GRAVES, EDNA	DECEASED 01/28/18	$ (254.23)	J
GREEN, STANLEY	DECEASED 02/07/18	$ (577.79)	E
GRIFFITH, RAYMOND	DECEASED 01/12/18	$ (496.43)	N
INGERSON, AUDREY	DECEASED 12/09/17	$ (99.69)	V
JACKSON, LU	DECEASED 10/20/17	$ (111.20)	N
KING, GEORGE	PAID RETRO ONLY	$ -	EN
LANDIS, ELLEN	DECEASED 01/21/18	$ (49.17)	V
LAUGHERY, ROBERT	DECEASED 01/29/18	$ (64.66)	E
LEFTRICH, ELIZABETH	DECEASED 12/11/17	$ (137.25)	N
MASON, LAWRENCE	DECEASED 10/05/17	$ (55.00)	NR
MITTEN, CHARLES	DECEASED 12/07/17	$ (109.78)	J
MOORE, DANIEL	DECEASED 11/20/17	$ (124.03)	N
MORRIS, SHERMAN	DECEASED 12/15/17	$ (369.60)	V
PORTER, THELMA	DECEASED 11/16/17	$ (177.22)	J
SMITH, NANCY	DECEASED 01/08/18	$ (99.68)	V
STORTZUM, BARBARA	DECEASED 11/03/17	$ (54.14)	J
WEBSTER, EDITH	DECEASED 01/03/18	$ (53.16)	X
WHITLOCK, FRANK A	DECEASED 09/17/17	$ (101.07)	X
WILLS, SANDRA	DECEASED 09/26/17	$ (166.42)	J

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
DEATH BENEFITS - TEMPORARY ANNUITY
FIRST QUARTER 2018

RETIREE STATUS	BENEFICIARY NAME	BENEFICIARY AGE	EMPLOYER OF RETIREE	LOCAL	EFFEC DATE	PENSION AMOUNT
FT	BAILEY, MARCIA	47	METRO FOOD	27	03/01/18	$ 616.88
FT	BOISSEAU, ALFREDA	55	BOAR'S HEAD	400	03/01/18	$ 124.03
FT	BOOTH, WALTER	68	ALLEGANY COUNTY	27	03/01/18	$ 67.74
FT	CRAWFORD, RAMONA	49	BRIGGS	400	2/1/2018	$ 568.45
PT	GLASPIE, JAMES F	38	SHOPPERS	400	01/01/18	$ 150.71
FT	HARPER, LARUTH	66	SHOPPERS	400	2/1/2018	$ 463.79
FT	LONG, SHARON	58	SHOPPERS	400	2/1/2018	$ 294.18
FT	MASON, CLARICE	73	BOAR'S HEAD	400	03/01/18	$ 55.00
FT	STUBBS, STACY	39	FOOD-A-RAMA / BASICS	27	03/01/18	$ 319.82
FT	UNDERWOOD, BILLY	69	SHOPPERS	400	03/01/18	$ 457.28
FT	ZAAS, SHARON	70	SHOPPERS	27	01/01/18	$ 378.89

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
DEATH BENEFIT CHANGES
FIRST QUARTER 2018

RETIREE STATUS	BENEFICIARY NAME	LOCAL	OLD AMOUNT	NEW AMOUNT	EFFECTIVE DATE
FT	ANDERSON, NELLIE	27	$ (1,045.75)	$ 408.50	01/01/18
FT	BUTLER, KIMBERLY	400	$ (110.72)	$ 174.88	01/01/18
PT	COCHRAN, SIDNEY	400	$ (433.87)	$ 198.39	02/01/18
FT	COCHRAN, VALARIE J	400	$ (39.48)	$ 26.12	02/01/18
FT	DUNKLE, CATHERINE	400	$ (340.70)	$ 115.10	03/01/18
PT	GOLDSTEIN, RENEE	400	$ (124.34)	$ 132.26	03/01/18
FT	GRIMES, MARANDA	400	$ (39.49)	$ 25.81	01/01/18
FT	HYRE, MARGARET	400	$ (230.66)	$ 193.40	03/01/18
FT	IVEY, TERESA	400	$ (64.59)	$ 45.58	02/01/18
FT	LEVY, PATRICIA	400	$ (91.46)	$ 30.58	02/01/18
FT	LLEWELLYN, DENNIS	27	$ (143.10)	$ 67.30	03/01/18
PT	POLLARD, PAMELA	400	$ (78.36)	$ 11.16	02/01/18
FT	POPE, EDWIN	400	$ (1,130.31)	$ 614.38	01/01/18
PT	RENSHAW, THOMAS	27	$ (593.38)	$ 313.24	02/01/18
PT	SHERO, FRANCES	400	$ (303.70)	$ 285.20	01/01/18
PT	SPINDLE, ERNESTINE	400	$ (173.59)	$ 111.28	01/01/18
FT	WASHINGTON, PRESTON	400	$ (276.00)	$ 16.00	02/01/18
PT	WHITE, ALLAN C III	400	$ (49.41)	$ 17.70	02/01/18
PT	WINN, DAVID JR	400	$ (157.69)	$ 80.79	02/01/18

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
DEATH BENEFIT DROPS
FIRST QUARTER 2018

RETIREE STATUS	BENEFICIARY NAME	BENEFIT AMOUNT	EFFECTIVE DATE
FT	ANDERSON, NELLIE	$ (408.50)	02/01/18
FT	BUTLER, KIMBERLY	$ (174.88)	02/01/18
PT	COCHRAN, SIDNEY	$ (198.39)	03/01/18
FT	COCHRAN, VALARIE	$ (26.12)	03/01/18
FT	GREEN, DOLORES	$ (556.60)	01/01/18
FT	GRIMES, MARANDA	$ (25.81)	02/01/18
FT	HOSKINS, VICKI	$ (334.12)	01/01/18
FT	IVEY, TERESA	$ (45.58)	03/01/18
FT	KNICLEY, GARLAND	$ (92.10)	01/01/18
FT	LEVY, PATRICIA	$ (30.58)	03/01/18
PT	POLLARD, PAMELA	$ (11.16)	03/01/18
FT	POPE, EDWIN	$ (614.38)	02/01/18
PT	RENSHAW, THOMAS	$ (313.24)	03/01/18
PT	SHERO, FRANCES	$ (285.20)	02/01/18
FT	SINGER, ALEXIS	$ (197.70)	01/01/18
PT	SPINDLE, ERNESTINE	$ (111.28)	02/01/18
FT	WASHINGTON, PRESTON	$ (16.00)	03/01/18
PT	WHITE, ALLAN	$ (17.70)	03/01/18
PT	WINN, DAVID	$ (80.79)	03/01/18

UFCW UNIONS AND PARTICIPATING

EMPLOYERS PENSION FUND

SECOND QUARTER 2018

ADMINISTRATIVE MANAGER'S REPORT

SECOND QUARTER 2018
CONTRIBUTIONS

COMPANY	RATE	PARTICIPANTS	HOURS	CONTRIBUTIONS	CONTRACT EXPIRATION DATE
ALLEGANY COUNTY 27	$0.33	96	47,481	$15,669	9/30/2018
ASSOCIATED ADMINISTRATORS	1.01	153	68,161	68,842	10/29/2020
METRO/BASICS 27	1.25	791	348,339	435,423	7/11/2020
SHOPPERS 400	1.25	2,111	859,987	1,074,984	7/11/2020
UFCW LOCAL 27	1.21	40	20,800	25,168	No CBA
UFCW LOCAL 400	1.08	45	23,617	25,506	No CBA
UFCW LOCAL 400 TEMPS	1.08	0	0	0	No CBA
TOTAL		**3,236**	**1,368,385**	**$1,645,592**	

AVERAGE MONTHLY HOURS	**140.95**

SECOND QUARTER 2018
EXPENSES

BENEFIT EXPENSES

CATEGORY	AMOUNT	AVG. HOURLY COST	PERCENTAGE
PENSION BENEFITS	$2,906,531	$2.124	87.0%
SUBTOTAL	**$2,906,531**	**$2.124**	**87.0%**

OPERATING EXPENSES

CATEGORY	AMOUNT	AVG. HOURLY COST	PERCENTAGE
ADMINISTRATION	$154,989	$0.113	4.6%
MISCELLANEOUS	279,928	0.204	8.4%
SUBTOTAL	**$434,917**	**$0.317**	**13.0%**
TOTAL EXPENSES	**$3,341,448**	**$2.441**	**100.0%**

MISCELLANEOUS

CATEGORY	AMOUNT	AVG. HOURLY COST	PERCENTAGE
ACCURINT	$282	$0.000	0.01%
ACTUARIAL & CONSULTING	21,920	0.016	0.66%
BNY CONVERGEX	(561)	0.000	-0.02%
CHARTWELL	5,566	0.004	0.17%
ENTRUST CAP	13,631	0.010	0.41%
ENTRUST CLASS X	395	0.000	0.01%
IPS	18,750	0.014	0.56%
JOHNSTON INTERNATIONAL	20,364	0.015	0.61%
LEGAL	118,767	0.087	3.55%
LOOMIS SAYLES	30,514	0.022	0.91%
MEETING	1,276	0.001	0.04%
PNC	1,236	0.001	0.04%
POSTAGE	13,848	0.010	0.41%
PRINTING	578	0.000	0.02%
SEGALL BRYANT & HAMILL	2,444	0.002	0.07%
TELEPHONE	59	0.000	0.00%
THE NORTHERN TRUST	1,972	0.001	0.06%
WEDGE CAPITAL	16,072	0.012	0.48%
WESTFIELD CAPITAL	12,815	0.009	0.38%
SUBTOTAL	**$279,928**	**$0.204**	**8.37%**

RETIREES	3,160	AVG. MTH. PAYOUT	$306.60

SECOND QUARTER 2018
STIPEND INCOME & EXPENSES

STIPEND INCOME

CATEGORY	AMOUNT
STIPEND	$76,500

STIPEND EXPENSES

CATEGORY	AMOUNT
BENEFIT	$76,500
ADMINISTRATION	$427

TOTAL EXPENSES	**$76,927**

PARTICIPANTS	57

SECOND QUARTER 2018
QUARTERLY RECAP

	FIRST 2018	SECOND 2018	THIRD 2018	FOURTH 2018	TOTAL
CONTRIBUTIONS	$1,694,932	$1,645,592			$3,340,524
STIPEND INCOME	76,050	76,500			152,550
WITHDRAWAL LIABILITY[1]	189,244	154,244			343,488
MISCELLANEOUS[2]	2,003	971			2,974
INTEREST & DIVIDENDS	320,895	280,105			601,000
TOTAL INCOME	**$2,283,124**	**$2,157,412**	**$0**	**$0**	**$4,440,536**

BENEFIT EXPENSES					
PENSION BENEFITS	$2,847,994	$2,906,531			$5,754,525
STIPEND BENEFITS	76,050	76,500			152,550
SUBTOTAL	$2,924,044	$2,983,031	$0	$0	$5,907,075

OPERATING EXPENSES					
ADMINISTRATION	$154,566	$154,989			$309,555
STIPEND ADMINISTRATION	423	427			850
MISCELLANEOUS	345,307	279,928			625,235
SUBTOTAL	$500,296	$435,344	$0	$0	$935,640
TOTAL EXPENSES	**$3,424,340**	**$3,418,375**	**$0**	**$0**	**$6,842,715**

TOTAL INCOME	$2,283,124	$2,157,412	$0	$0	$4,440,536
TOTAL EXPENSE	$3,424,340	$3,418,375	$0	$0	$6,842,715
SURPLUS (DEFICIT)	**($1,141,216)**	**($1,260,963)**	**$0**	**$0**	**($2,402,179)**

TOTAL PARTICIPANTS	3,394	3,236			3,315

[1]WITHDRAWAL LIABILITY PAYMENTS RECEIVED AS OF 06/30/18

[2]LITIGATION SETTLEMENTS - $970.97

2017
QUARTERLY RECAP

	FIRST 2017	SECOND 2017	THIRD 2017	FOURTH 2017	TOTAL
CONTRIBUTIONS	$1,466,175	$1,582,701	$1,787,724	$1,727,227	$6,563,827
STIPEND INCOME	73,800	67,050	73,800	74,700	289,350
WITHDRAWAL LIABILITY[1]	1,086,872	158,470	210,283	189,244	1,644,869
MISCELLANEOUS[2]	246	8,140	899	1,872	11,157
INTEREST & DIVIDENDS	344,211	370,275	384,215	335,553	1,434,254
TOTAL INCOME	**$2,971,304**	**$2,186,636**	**$2,456,921**	**$2,328,596**	**$9,943,457**

BENEFIT EXPENSES					
PENSION BENEFITS	$2,736,371	$2,744,899	$2,902,504	$2,997,137	$11,380,911
STIPEND BENEFITS	73,800	67,050	73,800	74,700	289,350
SUBTOTAL	$2,810,171	$2,811,949	$2,976,304	$3,071,837	$11,670,261

OPERATING EXPENSES					
ADMINISTRATION	$153,514	$154,183	$157,026	$150,737	$615,460
STIPEND ADMINISTRATION	408	393	410	415	1,626
MISCELLANEOUS	226,453	329,726	333,153	692,569	1,581,901
SUBTOTAL	$380,375	$484,302	$490,589	$843,721	$2,198,987
TOTAL EXPENSES	**$3,190,546**	**$3,296,251**	**$3,466,893**	**$3,915,558**	**$13,869,248**

TOTAL INCOME	$2,971,304	$2,186,636	$2,456,921	$2,328,596	$9,943,457
TOTAL EXPENSE	$3,190,546	$3,296,251	$3,466,893	$3,915,558	$13,869,248
SURPLUS (DEFICIT)	**($219,242)**	**($1,109,615)**	**($1,009,972)**	**($1,586,962)**	**($3,925,791)**

TOTAL PARTICIPANTS	3,382	3,359	3,367	3,386	3,374

[1]WITHDRAWAL LIABILITY PAYMENTS RECEIVED AS OF 12/31/17

[2]LITIGATION SETTLEMENTS - $1,872.02

SECOND QUARTER 2018
DELINQUENCIES

NONE

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
APPLICATIONS SUBMITTED FOR APPROVAL
SECOND QUARTER 2018

STATUS	NAME	AGE	EMPLOYER	LOCAL	EFFEC DATE	TYPE	RECIP	FULL TIME YEARS	PART TIME YEARS	J&S	PENSION AMOUNT
FT	HALL, DOUGLAS	60	ALLIANT FOOD	400	03/01/18	V		22.90		100	$ 670.05
FT	GAGNE, LINDA	67	ASSOCIATED ADMINISTRATORS, LLC	27	04/01/18	N		27.50			$ 660.00
FT	LONG, DIANNA	57	ASSOCIATED ADMINISTRATORS, LLC	27	05/01/18	E		36.25	0.25		$ 750.78
FT	MARTIN, CAROL	72	ASSOCIATED ADMINISTRATORS, LLC	27	04/01/18	N		12.50			$ 300.00
FT	MCCUBBIN, ELIZABETH	66	ASSOCIATED ADMINISTRATORS, LLC	27	05/01/18	N		26.25		100	$ 503.87
FT	STAFFORD, KAREN	68	ASSOCIATED ADMINISTRATORS, LLC	27	04/01/18	N		40.25			$ 966.00
FT	NICHOLSON, WILLIAM	67	AUTH SAUSAGE	400	07/01/17	VNR		7.70			$ 292.60
PT	SUITT, SALLY	66	BASICS / SHOPPERS	400	03/01/18	N		1.00	14.25		$ 197.11
FT	DUNN, JAMES	60	BOAR'S HEAD	400	03/01/18	V		29.20		50	$ 182.50
PT	BROWN, BARBARA	60	BONDELD / BONUS FD - CASABLANCA	400	04/01/09	V	Y		8.75		$ 88.03
PT	BAKER, CYNTHIA	65	FARM FRESH / METRO BASICS	27	04/01/18	V			11.25		$ 97.60
FT	WALKER, DEBRA	65	FESTIVAL FOODS	27	03/01/18	VNR		5.00	1.00		$ 165.71
FT	CRABBE, SALLY	61	FRESH & GREENS	400	01/01/14	V	Y	2.25			$ 62.66
FT	WISE, LORI	55	G&G EDDIE'S	27	05/01/14	X		27.75			$ 624.13
PT	ALFONSI, PAUL	64	GIANT	27	04/01/18	LS	Y		4.00		$ 4,342.24
FT	CHAPPLE, RICHARD	50	GIANT	400	10/01/14	D		27.00	3.75		$ 581.24
PT	CROSS, JOAN	65	GIANT	27	02/01/18	V			14.50		$ 81.49
PT	DONNELLY, LINDA	69	GIANT	27	03/01/18	V			9.75		$ 54.80
PT	FITZGERALD, DONNA	65	GIANT	27	10/01/17	VNR			11.00		$ 61.82
PT	HARGETT, EILEEN	57	GIANT	27	05/01/18	LS	Y		0.50		$ 189.86
PT	JONES, DIANE	56	GIANT	27	05/01/18	LS	Y		3.50		$ 3,021.31
FT	KISSINGER, ROBERT	67	GIANT	400	05/01/18	N		33.25			$ 669.32
PT	LIGHT, DONNA	61	GIANT	27	06/01/18	N	Y		29.25		$ 294.26
PT	TAPSCOTT, WILLIAM	79	GIANT	27	05/01/18	LS	Y		3.50		$ 2,166.45
PT	TAYLOR, CHRISTINA	62	GIANT	27	05/01/18	LS	Y		2.50		$ 2,173.05
FT	WALKER, MAGGIE	73	GIANT	400	04/01/18	V		24.00	6.75		$ 551.03
PT	KOVAR, MICHAEL	55	GIANT	400	04/01/18	LS	Y		4.00		$ 3,545.81
FT	GRIMES, WILLIAM	65	GIANT EAGLE	27	02/01/18	V		13.50			$ 297.76
FT	BROADWATER, ELLEN	55	KELCO FEDERAL CREDIT UNION	27	05/01/18	X		15.75			$ 518.17
FT	TWIGG, NANCY	71	LIONS CENTER	27	06/01/18	LS	Y	0.25			$ 308.53
FT	MANLEY, HARRY	61	LOCAL 27 STAFF	27	03/01/18	EN	Y	9.75		100	$ 412.41
PT	CAMBA, ARLYNN	60	MAGRUDER	400	06/01/16	V		4.25	14.75		$ 326.94
FT	YASIN, SHABANA	65	MAGRUDERS / SHOPPERS	400	02/01/18	VNR		11.75	0.50	100	$ 296.82
FT	BARNES, HERBERT	65	METRO / BASICS	27	04/01/18	V		14.75			$ 354.00
FT	BEAULIEU, DONNA	60	METRO / BASICS	27	08/01/12	V	Y	5.50			$ 40.15
PT	CARTER, GLADYS	60	METRO / BASICS	400	07/01/08	V	Y	1.50	8.50	75	$ 131.19
PT	CHADWICK, DAVENE	68	METRO / BASICS	27	02/01/18	NR			13.50		$ 75.87
PT	MAURO, VICTORIA	65	METRO / BASICS	27	02/01/18	N		12.00	14.25	50	$ 383.42
FT	NEAL, JAMES	60	METRO / BASICS	400	04/01/13	V	Y	3.00	3.00		$ 75.36
PT	NUTTING, DONNA	76	METRO / BASICS	27	04/01/18	LS	Y		4.00		$ 3,101.12

PROPRIETARY INFORMATION: THIS REPORT BELONGS TO UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND.

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
APPLICATIONS SUBMITTED FOR APPROVAL
SECOND QUARTER 2018

STATUS	NAME	AGE	EMPLOYER	LOCAL	EFFEC DATE	TYPE	RECIP	FULL TIME YEARS	PART TIME YEARS	J&S	PENSION AMOUNT
PT	RALEIGH, MEREDITH	66	METRO / BASICS	27	02/01/18	N			15.75		$ 88.52
FT	DONOHUE, FRANCIS	64	METRO FOOD MARKET	27	03/01/18	EN		18.00	5.25		$ 458.88
PT	ANDERSON, KEITH	56	SAFEWAY	400	04/01/18	LS	Y		1.50		$ 1,409.94
PT	WOOTEN, JOSEPH	55	SAFEWAY	400	05/01/18	LS	Y		1.50		$ 1,329.68
PT	BOYD, LULA	65	SHOPPERS	400	10/01/17	VNR			14.50		$ 189.37
PT	CONWAY, PAULA	60	SHOPPERS	400	01/01/18	V			18.50	50	$ 220.35
PT	CRADLE, AGNES	69	SHOPPERS	400	02/01/18	N		6.00	9.50		$ 280.85
PT	FLOWERS, LORETTA	65	SHOPPERS	400	05/01/18	V			9.00		$ 117.54
PT	GARCIA, TEODORA	65	SHOPPERS	400	01/01/18	VNR	Y		2.75		$ 30.58
FT	JACKSON, CLARENCE	58	SHOPPERS	400	09/01/17	D		10.25	1.25		$ 283.41
FT	LAGOLA, GARY	63	SHOPPERS	400	12/01/17	EN	Y	23.75		50	$ 543.08
FT	LEONBERGER, MICHAEL	76	SHOPPERS	400	02/01/18	N		17.00	0.25	50	$ 382.33
FT	LORRAINE, WILLIAM	60	SHOPPERS	400	11/01/06	V	Y	4.25		75	$ 72.26
FT	POLSON, AUBREY	64	SHOPPERS	400	03/01/18	EN		30.50		75	$ 640.13
FT	THORNTON, DANNY	55	SHOPPERS	400	03/01/18	X		18.50		100	$ 294.87
FT	YOUNG, CHARLES	72	SHOPPERS	400	01/01/18	NR		8.75	6.50		$ 313.53
FT	BEST, LINDA (BENEFICIARY)	70	SURVIVING SPOUSE PENSION	400	03/01/18	J					$ 196.06
FT	CHESELDINE, DONNA (BENEFICIARY)	63	SURVIVING SPOUSE PENSION	400	02/01/18	J					$ 104.76
FT	DARDEN, DORIS (BENEFICIARY)	71	SURVIVING SPOUSE PENSION	400	02/01/18	J					$ 480.26
FT	FARIO, ANTHONY (BENEFICIARY)	71	SURVIVING SPOUSE PENSION	400	04/01/18	J					$ 21.18
FT	GRIFFITH, MARY (BENEFICIARY)	73	SURVIVING SPOUSE PENSION	400	02/01/18	J					$ 496.43
PT	HAMEL, CAROL (BENEFICIARY)	72	SURVIVING SPOUSE PENSION	27	05/01/18	J					$ 364.90
PT	KUNKLE, ELIZABETH (BENEFICIARY)	76	SURVIVING SPOUSE PENSION	27	04/01/18	J					$ 95.08
FT	SKINNER, LORRAINE (BENEFICIARY)	68	SURVIVING SPOUSE PENSION	400	10/01/17	J					$ 34.86
FT	TUREK, ELIZABETH (BENEFICIARY)	75	SURVIVING SPOUSE PENSION	27	04/01/18	J					$ 227.32
FT	BROWN, PRISCILLA	65	TWO GUYS	27	02/01/17	VNR		10.50			$ 91.35
FT	BROOKS, GEORGE	60	WHITE PACKING	400	01/01/13	V		16.75		100	$ 95.56

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
PENSION ADJUSTMENTS
SECOND QUARTER 2018

FT/ PT	NAME	CHANGE	LOCAL	OLD AMOUNT	NEW AMOUNT
FT	CREAMER, USHA	GUARANTEED PAY EXPIRED	400	$ 685.91	$ -

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND SECOND QUARTER 2018 PENSION ROLL			
		PENSIONERS	MONTHLY PAYROLL
Pension Roll As Of	03/31/18	3,048	$ 903,862.07
Deletes/Deceased	06/01/18	(30)	$ (9,863.79)
Death Benefit Drops	06/01/18	(11)	$ (1,361.61)
Pensions to be Approved On	06/01/18	57	$ 16,890.55
Pension Reinstatements	06/01/18	5	$ 1,282.13
Death Benefit Adds	06/01/18	18	$ 9,046.06
Death Benefit Changes	06/01/18		$ (1,797.57)
Adjustments	06/01/18	(1)	$ (685.91)
Pension Roll As Of	06/01/18	**3,086**	**$ 917,371.93**
TOTAL PENSIONERS SECOND QUARTER 2018			
Deferred Vested	06/01/18	808	$ 143,571.57
Disability	06/01/18	105	$ 43,190.09
Early	06/01/18	238	$ 90,197.01
Early Deferred Vested	06/01/18	254	$ 62,759.99
Early Non-Reduced	06/01/18	606	$ 268,292.22
Guaranteed Pay	06/01/18	13	$ 2,651.26
Normal	06/01/18	714	$ 238,704.28
Post Retirement J & S	06/01/18	197	$ 38,686.24
Pre Retirement J & S	06/01/18	85	$ 11,589.82
QDRO	06/01/18	9	$ 1,469.27
Seventy 1/2	06/01/18	1	$ 1,911.87
Death Benefit Annuity	06/01/18	56	$ 14,348.31
TOTAL	06/01/18	**3,086**	**$ 917,371.93**

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
DELETES
SECOND QUARTER 2018

NAME	REASON	BENEFIT AMOUNT		TYPE OF PENSION
ADAMS, PRISCILLA	DECEASED 04/06/18	$	(329.77)	EN
BARRETT, MICHAEL	DECEASED 04/04/18	$	(627.80)	E
BAUMANN, JAMES	DECEASED 04/02/18	$	(520.41)	N
BEST, WILLIAM	DECEASED 02/13/18	$	(196.06)	N
CASEY, LEE	DECEASED 04/02/18	$	(101.46)	PX
CLARK, JOSEPH	DECEASED 05/02/18	$	(138.00)	VNR
CRAWFORD, HENRY	DECEASED 03/12/18	$	(192.63)	V
DARNER, JOSEPH	DECEASED 02/17/18	$	(317.37)	EN
EARP, JUDY	DECEASED 02/23/18	$	(34.64)	E
FARIO, JEAN	DECEASED 03/06/18	$	(42.35)	V
GAUSS, JOHN	DECEASED 04/09/18	$	(102.54)	V
HAMEL, WILLIAM	DECEASED 04/03/18	$	(364.90)	N
HITCHENS, SHIRLEY	DECEASED 02/27/18	$	(998.75)	EN
HOLLAND, LEWIS	DECEASED 01/03/18	$	(670.30)	N
HOWARD, CHARLES	DECEASED 03/24/18	$	(852.64)	E
JONES, STEPHEN	DECEASED 01/21/18	$	(498.18)	X
JUDY, MARTHA	DECEASED 03/01/18	$	(248.65)	E
KUNKLE, DONALD	DECEASED 03/17/18	$	(190.16)	N
MAJEROWICZ, FRANK	DECEASED 03/20/18	$	(154.68)	E
MARCH, ALMA	DECEASED03/18/18	$	(39.49)	EN
MIDDLEBROOKS, BOBBIE	DECEASED 02/18/18	$	(129.74)	E
MIRACLE, TERRY	DECEASED 05/03/18	$	(261.44)	D
RONAN, JOSEPH	DECEASED 02/11/18	$	(222.75)	EN
SEIDMAN, REGINA	DECEASED 03/18/18	$	(211.28)	N
SHEPHERD, LILLIAN	DECEASED 04/06/18	$	(83.70)	EN
SKIPPER, SHARON	DECEASED 04/18/18	$	(83.13)	PX
TAWNEY, DORIS	DECEASED 02/21/18	$	(1,286.54)	N
TIRADO, HILDA	DECEASED 02/07/18	$	(267.17)	N
TUREK, KENNETH	DECEASED 03/06/18	$	(454.64)	EN
WIERENGA, JOHN	DECEASED 04/14/18	$	(242.62)	X

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
DEATH BENEFITS - TEMPORARY ANNUITY
SECOND QUARTER 2018

RETIREE STATUS	BENEFICIARY NAME	BENEFICIARY AGE	EMPLOYER OF RETIREE	LOCAL	EFFEC DATE	PENSION AMOUNT
FT	DARDEN, DORIS	71	AUTH SAUSAGE	400	04/01/18	$ 960.53
FT	HITCHENS, MICHAEL	55	DELMARVA STAFF	27	5/1/2018	$ 998.75
FT	BAUMANN, DOLORES	78	FOOD-A-RAMA / BASICS	27	06/01/18	$ 520.41
FT	BELLMAN, CYNTHIA	56	FOOD-A-RAMA / BASICS	27	06/01/18	$ 45.52
PT	BROWN, FRANKLIN	62	FOOD-A-RAMA / BASICS	27	5/1/2018	$ 487.63
FT	HAMMOND, ELIDA	48	FOOD-A-RAMA / BASICS	27	5/1/2018	$ 1,374.75
PT	SEICKE, NANCY	69	FOOD-A-RAMA / BASICS	27	06/01/18	$ 39.49
FT	SPEALMAN, BRUCE	50	FOOD-A-RAMA / BASICS	27	5/1/2018	$ 1,286.54
FT	TUREK, ELIZABETH	76	FOOD-A-RAMA / BASICS	27	06/01/18	$ 454.64
PT	KUNKLE, ELIZABETH	76	GIANT EAGLE CUMBERLAND	27	5/1/2018	$ 190.16
FT	COBURN, JOHN	60	MAGRUDERS	400	5/1/2018	$ 577.79
PT	LAUGHERY, NOLA	81	SAFEWAY RICHMOND	400	5/1/2018	$ 64.66
FT	BARRETT, JENNY	62	SHOPPERS	400	06/01/18	$ 627.80
FT	BEST, LINDA	70	SHOPPERS	400	5/1/2018	$ 196.06
FT	GRIFFITH, MARY	73	SHOPPERS	400	04/01/18	$ 496.43
PT	HAMEL, CAROL	72	SHOPPERS	27	06/01/18	$ 364.90
FT	RONAN, BESSIE	85	THE GILBERT COMPANY	27	06/01/18	$ 222.75
FT	HARVEY, SUSAN	55	WHITE PACKING COMPANY	400	06/01/18	$ 137.25

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
DEATH BENEFIT CHANGES
SECOND QUARTER 2018

RETIREE STATUS	BENEFICIARY NAME	LOCAL	OLD AMOUNT	NEW AMOUNT	EFFECTIVE DATE
FT	AKER, RUTH	400	$ (235.60)	$ 144.00	06/01/18
FT	ANDERSON, SHERRY	400	$ (149.05)	$ 115.20	05/01/18
FT	CRAWFORD, RAMONA	400	$ (568.45)	$ 226.20	06/01/18
FT	DARDEN, DORIS	400	$ (960.53)	$ 578.94	06/01/18
FT	DENNY, JOANNE	400	$ (210.51)	$ 184.39	04/01/18
FT	GAINEY, PAMELA	400	$ (115.00)	$ 85.00	04/01/18
FT	HAMMOND, ELIDA	27	$ (1,374.75)	$ 1,125.25	06/01/18
PT	HERBERT, JOSHUA	27	$ (119.28)	$ 68.64	06/01/18
PT	HOLT, ALICE	400	$ (117.54)	$ 89.52	04/01/18
PT	LATKA, GREG	400	$ (176.31)	$ 89.52	06/01/18
FT	LUTZ, JOHN	27	$ (461.86)	$ 190.70	04/01/18
PT	PHAN, SANH	400	$ (222.71)	$ 163.74	05/01/18
FT	SPEALMAN, BRUCE	27	$ (1,286.54)	$ 1,213.46	06/01/18
FT	SULLIVAN, RICHARD	400	$ (99.00)	$ 25.00	05/01/18

UFCW UNIONS AND PARTICIPATING EMPLOYERS PENSION FUND
DEATH BENEFIT DROPS
SECOND QUARTER 2018

RETIREE STATUS	BENEFICIARY NAME	BENEFIT AMOUNT		EFFECTIVE DATE
FT	ANDERSON, SHERRY	$	(115.20)	06/01/18
FT	DENNY, JOANNE	$	(184.39)	05/01/18
FT	DUNKLE, CATHERINE	$	(115.10)	04/01/18
FT	GAINEY, PAMELA	$	(85.00)	05/01/18
PT	GOLDSTEIN, RENEE	$	(132.26)	04/01/18
PT	HOLT, ALICE	$	(89.52)	05/01/18
FT	HYRE, MARGARET	$	(193.40)	04/01/18
FT	LLEWELLYN, DENNIS	$	(67.30)	04/01/18
FT	LUTZ, JOHN	$	(190.70)	05/01/18
PT	PHAN, SANH	$	(163.74)	06/01/18
FT	SULLIVAN, RICHARD	$	(25.00)	06/01/18

Work Snapshot 2018

NON-FOOD		
Function	# 1 Quarter	# 2 Quarter
Accident & Sickness Claims	65	45
Appeals	34	36
Participant Services Calls	3,439	3,364
COBRA Notices Mailed	64	164
Pension Apps Received	58	168
Pension Estimates Received	64	86
Medical Claims Processed	15,061	12,989
Communications Mailings Sent to Participants	7,464	20,387

SPECIAL PROJECTS:

Associated reviewed an Unclaimed Property publication from the State of Maryland and performed the painstaking process of filing claims with the State on behalf of our client Funds for checks to medical claims providers which have been turned over to the State's Unclaimed Property Division. The checks are made out to Associated Administrators, LLC. We are in the process of depositing $2,421.33 in recoveries into the UFCW Unions and Participating Employers Health and Welfare Fund.

ASSOCIATED
ADMINISTRATORS

April 11, 2018

Board of Trustees of the:
UFCW Unions and Participating Employers Pension Fund
UFCW Unions and Participating Employers Health and Welfare Fund
UFCW Unions and Contributing Employers Legal Benefits Fund

Re: Administrative Services Contract Renewal

Trustees and Counsel:

The contracts between Associated and the UFCW Unions and Participating Employers Pension Fund and the UFCW Unions and Participating Employers Health and Welfare Fund expire May 31, 2018, and the UFCW Unions and Contributing Employers Legal Benefits Fund expires December 31, 2018. We hope the Trustees will consider favorably our request for a new three-year agreement.

Several pieces of legislation, especially PPACA, Michelle's Law, Mental Health Parity, and HIPAA Hi-Tech, have affected benefit processing. In order to abide by the new regulations, it has been necessary for Associated to add resources to its workforce, training, and systems. This trend is likely to continue as PPACA regulations continue to change, and benefits processing continues to be impacted. Components of Health Care Reform--such as the expansion of dependent eligibility to age 26, elimination of annual maximums, establishment of specific coverage for preventive care, and calculation and payment of research and reinsurance fees--require careful execution in order to ensure compliance for the Fund. During this same time period, Associated has implemented benefit plan changes stemming from IRS regulation Section 125 related to the tax deductibility of contributions.

In addition, open enrollments utilize ongoing measurement and stability periods, although the data from the participating employers at times requires clarification. As well, recently negotiated contracts require ongoing recalculation and implementation of contribution rates based on Fund reserve levels. Associated plays a key role in the pre-Medicare retiree stipends which require ongoing communication materials and coordination with the Fund's broker. We are supporting the Shoppers voluntary separation processes, which caused a spike in the information requests for pension, severance, and retiree health benefits. We are presently working with Fund counsel to implement the new disability regulations for the Pension Fund and the Health and Welfare Fund.

911 Ridgebrook Road, Sparks, MD 21152-9451 (410) 683-6500
8400 Corporate Drive, Suite 430, Landover, MD 20785-2361 (301) 459-3020

Operating Expenses

Associated makes every effort to control its operating costs, but some are increasing.

- **Employee Benefits**
  Associated's bargaining unit employees are in the FELRA and UFCW Health and Welfare Fund so we have experienced the same rate increases as the other participating employers. Our unit employees are covered in the UFCW Unions and Participating Employers Pension Fund. Those contribution rates will increase every year for the next three years in accord with the Rehabilitation Plan. The current recommendation pending would generate approximately 10% annual contribution increases for Associated's unit staff.

  Our non-union (management and other exempt) medical benefits through CIGNA increased by 8.5% in September 2017, due in part to PPACA and despite increased co-payments assessed to our staff. Future increases are anticipated.

- **Postage**
  Associated pays all regular postage on behalf of the Funds, excluding mass mailings. The United States Postal Service implemented a rate hike in 2017 of 4.25% for first class mail, and on January 21, 2018 an increase of 2.1% in the cost of first class mail.

New Work and Ongoing Increased Work

- **Eligibility Rule Changes**
  The recently bargained Memorandum of Agreement includes multi-tiered eligibility rules which impact the timing and complexity of benefit implementation. Eligibility is no longer driven solely by employer contributions. This change has resulted in additional programming of the eligibility rules in our system. The participating employers do not have the same new-hire rules or contribution rates, causing further complexity.

- **Benefit Changes**
  Associated has managed benefit changes for the Health & Welfare Plan and implemented the new composite contribution rates. We have worked with Counsel and the consultant to produce SBC's and SMM's for all health plans. New SPDs have been drafted and distributed.

- **Multiple Consulting Firms**
  Associated will continue to work with the Health and Welfare Fund's three consulting firms in 2018: Cheiron (SOP/retiree liability projections), Segal (general consulting) and Heritage Rx (PBM negotiations), supplying all three vendors with data, and coordinating among them as needed.

- **Regulatory Changes**
  Over the last several years, regulations continue to affect benefits administration. Associated has increased its workforce, training, and systems to abide by these regulations.

- **Pension Protection Act of 2006 (PPA)/ Multiemployer Pension Reform Act of 2014 (MPRA)**
  The PPA and MPRA contain requirements for reporting which must be provided for participants, beneficiaries, unions, and participating employers. The Acts also require coordination with the Fund actuary, auditor and Counsel for the actuarial certification and distributions of the Annual Funding Notice, Notice of Critical Status and Multiemployer Plan Summary Report. Associated has consistently produced and mailed these notices and filed with the appropriate reporting entities, including the Department of Labor, EBSA, PBGC, the unions and the participating employers.

- **PPACA Information Reporting on Health Coverage**
  Associated annually produces and mails 1095-B forms to the Health & Welfare Plan participants detailing the months they (and their enrolled dependents) were offered health insurance coverage by the Plan. Associated produces Form 1094-C reporting to the IRS summary information for each Plan participant and transmits the 1095-C forms to the IRS.

- **Patient Centered Outcomes Research Institute ("PCORI") Fee**
  Associated produces the data and processes the premiums for the PCORI fees mandated by ACA, paid via IRS Form 720.

- **Transitional Reinsurance Fee ("TRF")**
  Associated produced the data and processed the TRF payments through Plan Year ending December 31, 2016.

- **Class Actions**
  Associated continues to work to ensure the Fund participates to its fullest extent and receives settlement checks whenever possible.

- **HIPAA and HITECH Act**
  This Act requires breach reporting regarding protected health information. Associated conducts ongoing in–house training of all our employees on the requirements of the Act and has established procedures for breach notification and reporting on behalf of the Fund.

- **Compliance Monitoring**
  Associated continues to provide a compliance monitoring program to help each of our client funds track regulatory reporting requirements, vendor contracts, and required documentation.

- **Information Technology Developments**
  Associated's highest cost increases and deliberate reinvestment have been in Information Technology. We paid over $767,000 in 2017. System enhancements allow us to better serve our clients and participants, and to maintain proper computer security.

- **Medicare Reporting**
  Monthly reporting to CMS on other coverage available to Medicare-eligible participants is required. Associated also diligently pursues all Retiree Drug Subsidies available to the Health & Welfare Fund, coordinating data submission with the PBM.

- **Other Compliance**
  New procedures were added to address Mental Health Parity and have already been added to address Michelle's Law. Since the Fund continued student coverage for dependents not covered by age 26 rules, Michele's Law did not simplify dependent coverage as it did in other funds. Annual production of SBCs are required for each plan of benefits and must be included in every enrollment package. Associated's communications department sends compliance notices such as Women's Health Care Rights Act, Notice of Creditable Coverage, SMMs, and SARs in the quarterly For Your Benefit newsletter, and also sent a total piece count of 48,283 other mass mailings to participants in 2017.

- **Fraud Protection**
  Associated implemented fraud protection processes with PNC bank requiring daily file transmittal and monitoring. Associated does not charge for its role in this process, but does the majority of work.

- **Government Agency Interaction**

  Unlike some of the professionals working for the Funds, Associated does not charge an hourly rate for the increasing interaction with the Department of Labor, Internal Revenue Service, and the Pension Benefit Guaranty Corporation. Given the Pension Fund's Critical Status, we anticipate increased recordkeeping, reporting and correspondence with various governmental agencies and participants will be required, involving additional work by our accounting, IT, communications and pension benefit departments.

  <u>Department of Labor ("DOL")</u>

  The DOL continues to send correspondence to Deferred Vested participants, encouraging participants to respond to the DOL. In turn, the DOL requires responses from the Fund office. Most of these participants have already received a prior estimate, but are not close to retirement age.

  In addition, we continue to support the UFCW Unions and Participating Employers Pension Fund regarding DOL investigations and the location efforts by the Fund office for deferred vested participants.

Associated has assigned three Account Executives and an Account Manager with over 50 years of health and pension fund administration experience to work on the Non Food Funds. Supporting the account team is a staff of over 99 employees, including accounting, communications, eligibility, medical claims, accident and sickness, participant services, pension and IT. They are dedicated to providing superior service. Our experienced staff and our IT investments allow us to efficiently manage the Funds through many complicated plan design changes. We strive for accuracy in processing. A recent audit of medical claims on another UFCW Fund revealed a remarkably low error ratio of 0.004%.

Here is a quick snapshot of processing in 2017: 90,854 medical claims, 454 accident and sickness claims, 158 appeals, 258 pension applications, 11 pre-retirement pension applications, 332 pension estimates, 44,968 incoming calls, and 77,113 pieces of incoming mail. We anticipate that the Funds will continue to experience large service demands.

We are proposing new rates effective June 1, 2018 for the Health and Welfare Fund and the Pension Fund, and January 1, 2019 for the Legal Benefits Fund, for ongoing work. We propose a three-year contract term with 3% annual rate increases. Please see Exhibit A for a full outline of the proposed rates for the Health and Welfare Fund and the Pension Fund through March 31, 2021 and Exhibit B for the Legal Benefits Fund through December 31, 2021. Please note, Associated's *overall* gross income will not increase by those rates. Our rates are based on the number of eligible Plan participants. Our income will be reduced by the impact of store closures and the voluntary separation process that is ongoing. Despite the reduction in income, our service level to the Funds will not be reduced, as we are facing increased service demands, especially in the areas of pension, retiree health, and COBRA processing.

Associated Administrators, LLC truly appreciates the opportunity to continue to serve the Funds and welcomes all questions concerning our proposal.

Sincerely,

Bill

William R. Jensen
President
Associated Administrators, LLC

NFFEELTR04-11-2018

UFCW AND PARTICIPATING EMPLOYERS PENSION FUND

UFCW UNIONS AND PARTICIPATING EMPLOYERS HEALTH AND WELFARE FUND

EXHIBIT A

	Current Fee PPPM	06/01/18 -05/31/19 PPPM	06/01/19 -05/31/20 PPPM	06/01/20 –05/31/21 PPPM
H&W Fund				
Plan Administration	$12.67	$13.05	$13.44	$13.84
*Claims Administration	$13.57	$13.98	$14.40	$14.83
HIPAA	$ 0.31	$ 0.32	$ 0.33	$ 0.34
Pension Fund				
Active and Pensioner	$ 5.04	$ 5.19	$ 5.35	$ 5.51
Deferred Vested	$ 3.24	$ 3.34	$ 3.44	$ 3.54
RAP	$ 2.50	$ 2.58	$ 2.66	$ 2.74

June 1, 2018 through May 31, 2021 Hourly Rates for New Regulatory Changes and Implementation of New Vendors:

$100/Hour - IT/Management
$ 60/Hour - Supervisor
$ 30/Hour - Regular Employees

*Associated does not charge a claims fee for Kaiser active or retiree participants, as Kaiser processes its own claims.

INVOICES

UFCW UNIONS & PARTICIPATING EMPLOYERS PENSION FUND

INVOICES

AUGUST 30, 2018

1. **ASSOCIATED ADMINISTRATORS, LLC**

04/11/18	Meeting Expenses – Regular Meeting	$	214.21

2. **CHARTWELL INVESTMENT PARTNERS**

04/19/18	Investment Management Fee – First Quarter 2018	$	5,565.81
07/27/18	Investment Management Fee – Second Quarter 2018	$	5,668.74

3. **CHEIRON**

02/07/18	Retainer Services – January 2018	$	3,200.00
04/19/18	Retainer Services – March 2018	$	3,270.40
04/19/18	Non-Retainer Services – March 2018	$	750.00
05/16/18	Non-Retainer Services – April 2018	$	7,015.00
05/16/18	Retainer Services – April 2018	$	3,270.40
05/16/18	Retainer Services – May 2018	$	3,270.40
06/20/18	Non-Retainer Services – May 2018	$	11,505.00
07/24/18	Non-Retainer Services – June 2018	$	3,565.00
07/24/18	Retainer Services – June 2018	$	3,270.40

4. **INTERNATIONAL FOUNDATION OF EMPLOYEE BENEFIT PLANS**

07/18/18	D. Gwin – Registration Fee – Retirement Plan Basics Conference– September 2018	$	2,450.00

5. INVESTMENT PERFORMANCE SERVICES

06/01/18	Professional Services rendered for the Second Quarter 2018	$	18,750.00

6. LOOMIS SAYLES

04/12/18	Investment Management Fee – CT-00392 – First Quarter 2018	$	23,425.16
04/12/18	Investment Management Fee – CT00099 – First Quarter 2018	$	7,089.15
07/16/18	Investment Management Fee – CT00099 – Second Quarter 2018	$	7,154.29
07/16/18	Investment Management Fee – CT -00392 – Second Quarter 2018	$	23,347.06

7. MORGAN, LEWIS & BOCKIUS

05/10/18	For Professional services rendered for the period ended February 28, 2018	$	2,723.00
05/10/18	For Professional services rendered for the period ended March 31, 2018	$	965.00
05/31/18	For Professional services rendered for the period ended April 30, 2018	$	14,000.00
07/25/18	For Professional services rendered for the period ended May 31, 2018	$	16,603.00
07/25/18	Response to Schedule C	$	260.50

8. SEGALL BRYANT AND HAMILL

05/01/18	Investment Management Fee for the period January 1, 2018 – March 31, 2018	$	2,444.20
07/20/18	Investment Management Fee for the period April 1, 2018 – June 30, 2018	$	2,449.18

9. SLEVIN & HART, P.C.

03/27/18	For Professional Services rendered through February 28, 2018	$	26,736.82

04/30/18	For Professional Services rendered through March 31, 2018	$	34,290.77
05/16/18	For Professional Services rendered through April 30, 2018	$	54,050.91
06/22/18	For Professional Services rendered through May 31, 2018	$	70,491.62
07/31/18	For Professional Services rendered through June 30, 2018	$	68,894.11

10. SUPERVALU

04/19/18	W. Seehafer – Reimbursement of expenses incurred for attendance at the April 11, 2018 Board of Trustees Meeting	$	732.31
05/21/18	J. Born – Reimbursement of expenses incurred for attendance at the April 11, 2018 Board of Trustees Meeting	$	$267.37

11. THE NORTHERN TRUST COMPANY

03/31/18	Investment Management Services – 1Q18	$	986.29
06/30/18	Investment Management Services – 2Q18	$	775.97

12. TRUSTEE EXPENSE REIMBURSEMENTS

04/12/18	D. Gwin – Reimbursement of expenses incurred at the April 11, 2018 meeting of the Board of Trustees	$	59.54

13. WEDGE CAPITAL MANAGEMENT

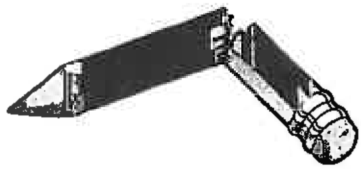
07/18/18	Investment Management Fee for the period April 1, 2018 – June 30, 2018	$	15,774.12

14. WESTFIELD CAPITAL MANAGEMENT

04/26/18	Investment Management Fee for the period January 1, 2018 – March 31, 2018	$	12,815.29
07/25/18	Investment Management Fee for the period April 1, 2018 – June 30, 2018	$	11,245.35

15. WITHUM

08/05/18	First progress billing for December 31, 2017 audit services	$	25,000.00



MEETING NOTES