

CARY KANE

A LIMITED LIABILITY PARTNERSHIP FOR THE PRACTICE OF LAW

August 20, 2021

BY E-MAIL

Pension Benefit Guaranty Corporation
1200 K Street, NW
Washington D.C. 20005

Re: Local 138 Pension Trust Fund
Application for Special Financial Assistance

Dear Sir or Madam:

My law firm represents the Local 138 Pension Trust Fund. The Fund is due to be insolvent in several months. And the Fund is filing an application for Special Financial Assistance. The Fund's application was prepared in accordance with the Interim Final Rule, 29 CFR part 4262. Without the assistance, benefits will need to be reduced at the beginning of 2022. As a result, the application is being filed on an emergency basis.

The application has been prepared by the Fund's actuary, O'Sullivan Associates. As instructed, all required documents are included with the application.

The financial assistance that the Fund can expect to receive is approximately \$110 million. The projections used to determine this amount are based on an assumed investment rate that can be no lower than 4% per year. But the investment of this money is restricted to bonds that will return no more than 2% per year. Given that actual investments will fall short of what is expected, the financial assistance will be depleted in less than 20 years. This result is contrary to what is promised by the statute. Under the statute, the Fund is entitled to assistance that will provide for 30 years of benefits (through 2051.) This Fund, along with many others, have alerted the PBGC to this inconsistency.



CARY KANE

Pension Benefit Guaranty Corporation

August 20, 2021

Page 2

Included in the application is a revised Template # 4 which is labeled Template 4a 138 PF.xlsx. The projections on this Template use an assumed interest rate of 2%. Using the 2% rate, the amount needed is approximately \$139 million. The Fund asserts that this is the amount of financial assistance it should receive.

Please contact me should you need any additional information. My direct dial is 212-871-0532, and my e-mail is cpergue@carykane.com.

Very truly yours,



Charles Pergue

cc: Board of Trustees

Statement of Actuarial Assumptions/Methods for the Local 138 Pension Fund's Special Financial Assistance (SFA) Application

These are the assumptions used for the ongoing valuation calculations, unless otherwise noted.

Special Financial Assistance Measurement Date June 30, 2021

Census Data as of January 1, 2020

Mortality

Actives: RP- 2014 Blue Collar Employee Sex Distinct Table using scale MP-2019 generational mortality improvement from the year 2015.

Disabled: RP- 2014 Disabled Retiree Sex Distinct using scale MP-2019 generational mortality improvement from the year 2015.

Retirees: RP- 2014 Blue Collar Annuitant Sex Distinct using scale MP-2019 generational mortality improvement from the year 2015.

Withdrawal Rates Table T-5

Once retirement rates start, withdrawal rates stop.

Retirement Age Inactive vested participants are assumed to retire at age 65.

Actives rates, once reaching 25 years of Benefit Service or age 65:

| <u>Age</u> | <u>Rate</u> |
|------------|-------------|
| 45 -49 | .100 |
| 50-54 | .075 |
| 55-61 | .150 |
| 62 | .300 |
| 63-64 | .200 |
| 65 | .500 |
| 66-69 | .250 |

When Benefit Service first reaches 25 years, add 25% to the rate if date of hire is prior to 2000.

Future Employment 8,500 annual weeks of service for 2021, reducing 2.4% a year for 5 years due to small employers withdrawing to ultimate annual weeks of 7,528 in 2026 and beyond.

New Entrant Profile

| <u>Age</u> | <u>% Male</u> |
|------------|---------------|
| 25 | 50 |
| 35 | 30 |
| 45 | 5 |
| 55 | 15 |

Definition of Active Any participant completing 200 hours of service in covered employment in a calendar year

Percent Married 80%

Net Investment Return For SFA Calculation: 4.00%
For minimum funding: 4.00%

Administrative Expenses \$500,000 for 2021 annually increasing 2% per year, with PBGC premiums increasing 35% for the 2031 Plan Year. The expense assumption is limited to 12% of the Plan's benefit payments per PBGC instructions, as the last Plan Year prior to the SFA measurement Date the Plan's benefit payments were between \$5 million and \$50 million.

| Contribution Rate | Plan Year | Avg. |
|--------------------------|------------------------|-----------------------|
| | Ending <u>12/31</u> | Weekly <u>Rate</u> |
| | 2021 | \$ 60.21 |
| | 2022 | 58.32 |
| | 2023 | 56.33 |
| | 2024 | 54.34 |
| | 2025 | 52.41 |
| | 2026 | 50.54 |
| | 2027 | 48.28 |
| | 2028 | 45.65 |
| | 2029 | 43.81 |
| | 2030 | 43.18 |
| | 2031 | 43.04 |
| | 2032+ | \$ 43.02 |

Actuarial Value of Assets Market Value of SFA determination

Actuarial Cost Method Unit Credit

Rationale for Assumptions

| | |
|---------------------------------------|--|
| Demographic | The demographic rates utilized are standard tables that approximate recent historical demographic experience, and adjusted to reflect anticipated future experience and professional judgment. A comparison of actual vs. expected decrements, and aggregate liability gain/loss analysis were used to validate the demographic assumptions. |
| Administrative Expense and Employment | The Administrative Expense and Employment assumptions approximate recent historical experience, and adjusted to reflect anticipated future experience and professional judgment. When appropriate we include the expectations of Trustees and co-professionals for these assumptions. |
| Investment Return | For minimum funding purposes, the investment return assumption is a long-term estimate that is based on historical experience, future market expectations, and professional judgment. We have utilized the investment manager’s capital market expectations, and have compared those expectations with a broader market survey. The investment return assumption for the SFA calculation used was as per PBGC Regulation 4262.4(e)(1) |

Justification for Change in Assumptions

| <u>Assumption</u> | <u>Prior Assumption</u> | <u>Justification</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---------------------|---|--|-------------------|-------------|------|--|----------|------|--|-------|------|--|-------|------|--|-------|------|--|-------|------|--|-------|------|--|-------|------|--|-------|------|--|-------|------|--|-------|------|--|-------|-------|--|----------|---|
| Admin Expenses | Was not considered past next Plan Year of insolvency. | This change in assumption is extension of the assumption used in the most recent zone certification for years beyond the Plan’s projected insolvency with an additional increase in 2031 to account for the increase in PBGC premiums. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| New Entrant Profile | A simplified assumption was used assuming all new entrants were age 30. | Based on the new entrant profile of the Plan’s experience for the last five years. The actual data used to develop the assumption can be seen in the chart below. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Contribution Rates | <table border="0" style="margin-left: 20px;"> <thead> <tr> <th style="text-align: left;">Plan Year</th> <th style="text-align: left;">Avg. Ending 12/31</th> <th style="text-align: left;">Weekly Rate</th> </tr> </thead> <tbody> <tr><td>2021</td><td></td><td>\$ 59.59</td></tr> <tr><td>2022</td><td></td><td>57.76</td></tr> <tr><td>2023</td><td></td><td>55.84</td></tr> <tr><td>2024</td><td></td><td>53.91</td></tr> <tr><td>2025</td><td></td><td>52.05</td></tr> <tr><td>2026</td><td></td><td>50.24</td></tr> <tr><td>2027</td><td></td><td>48.06</td></tr> <tr><td>2028</td><td></td><td>45.52</td></tr> <tr><td>2029</td><td></td><td>43.74</td></tr> <tr><td>2030</td><td></td><td>43.14</td></tr> <tr><td>2031</td><td></td><td>43.00</td></tr> <tr><td>2032+</td><td></td><td>\$ 42.98</td></tr> </tbody> </table> | Plan Year | Avg. Ending 12/31 | Weekly Rate | 2021 | | \$ 59.59 | 2022 | | 57.76 | 2023 | | 55.84 | 2024 | | 53.91 | 2025 | | 52.05 | 2026 | | 50.24 | 2027 | | 48.06 | 2028 | | 45.52 | 2029 | | 43.74 | 2030 | | 43.14 | 2031 | | 43.00 | 2032+ | | \$ 42.98 | An employer employing six full time employees has withdrawn since the last time this assumption was changed and we are assuming all employers other than the two largest will withdrawal from the Fund due to bankruptcy over the next five years based on past history of small employers withdrawing due to bankruptcy. A breakdown of how the new projected contribution rates were developed can be seen in the attached file labeled: <i>CR Calc 138 21.xlsx</i> |
| Plan Year | Avg. Ending 12/31 | Weekly Rate | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2021 | | \$ 59.59 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2022 | | 57.76 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2023 | | 55.84 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2024 | | 53.91 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2025 | | 52.05 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2026 | | 50.24 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2027 | | 48.06 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2028 | | 45.52 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2029 | | 43.74 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2030 | | 43.14 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2031 | | 43.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2032+ | | \$ 42.98 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Future Employment

8,800 annual weeks

Prior assumption was based on 176 full time active members working 50 weeks each ($176 \times 50 = 8,800$), the new assumption is based on 170 full time active members working 50 weeks each ($170 \times 50 = 8,500$). The drop in 2021 of active members is due to an employer withdrawing. The continued reduction over the next five years is to account for the continued bankruptcy and withdrawals of all other employers besides the two largest employers.

New Entrants Last Five Years

| Age at Hire | New Male Entrants |
|-------------|-------------------|
| Under 20 | 0 |
| 20-24 | 13 |
| 25-29 | 31 |
| 30-34 | 9 |
| 35-39 | 18 |
| 40-44 | 2 |
| 45-49 | 2 |
| 50-54 | 7 |
| 55-59 | 5 |
| 60+ | 3 |
| Total | 90 |

There were no new female entrants in the last five years.

Application Checklist

v20210708p

Instructions for Section E, Item 1 of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance (SFA):

The Application for Approval of Special Financial Assistance Checklist ("Application Checklist" or "Checklist") identifies all information required to be filed with the application.

The information in this Application Checklist, and the Application Checklist itself, are uploaded in PBGC's e-Filing Portal by logging into the e-Filing Portal, going to the Multiemployer Events section and clicking on "Create New ME Filing," and then under "Select a Filing Type," selecting "Application for Financial Assistance – Special." Note, if you go to the e-Filing Portal and do not see the option "Application for Financial Assistance – Special," this means that the portal is currently closed and PBGC is not accepting applications at this time, unless the plan is eligible to make an emergency filing under § 4262.10(f). PBGC's website at www.pbgc.gov will be updated when the e-Filing Portal reopens for applications. PBGC maintains information on its website at www.pbgc.gov to inform prospective applicants about the current status of the e-Filing portal, as well as to provide advance notice of when PBGC expects to open or temporarily close the e-Filing Portal.

General instructions for completing the Application Checklist:

Complete all items that are shaded:

If required information was already filed: (1) through PBGC's e-Filing Portal; or (2) through any means for an insolvent plan, a plan that has received a partition, or a plan that submitted an emergency filing, the filer may either upload the information with the application or include a statement in the Plan Comments section of the Application Checklist indicating the date on which and the submission with which the information was previously filed. For any such items previously provided, enter N/A as the **Plan Response**.

If a revised application is filed after a denial was received but the application was not withdrawn, the revised application must differ from the denied application only to the extent necessary to address the reasons provided by PBGC for the denial. For the revised application, the filer may, but is not required to, submit an entire application. A revised application for SFA must use the same SFA measurement date, participant census data, and interest rate assumption as were used in the plan's initial application. For all Application Checklist Items that were previously filed that are not being changed, the filer may include a statement in the Plan Comments section of the Application Checklist to indicate that the other information was previously provided as part of the initial application. For each, enter N/A as the **Plan Response**.

If a revised application is filed after an application was withdrawn, the revised application must use the same SFA measurement date, participant census data, and interest rate assumption from the initial application. Upload only the information that changed from the initial application. For all Application Checklist Items that were previously filed that are not being changed, include a statement in the Plan Comments section of the Application Checklist to indicate that the information was previously provided as part of the initial application. For each, enter N/A as the **Plan Response**.

Instructions for specific columns:

Plan Response: Provide a response to each item on the Application Checklist, using only the **Response Options** shown for each Checklist Item.

Application Checklist

v20210708p

Instructions for Section E, Item 1 of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance (SFA):

Name(s) of Files Uploaded: Identify the full name of the file or files uploaded that are responsive to the Checklist Item. The column **Upload as Document Type** provides guidance on the "document type" to select when submitting documents on PBGC's e-Filing Portal.

Page Number Reference(s): For any Checklist Item where only a portion of the submitted document is responsive, identify the page numbers in the identified document that are responsive.

Plan Comments: Use this column to provide explanations for any **Plan Response** that is N/A, to respond as may be specifically identified for Checklist Items, and to provide any optional explanatory comments.

Supplemental guidance is provided in the following columns:

Upload as Document Type: When uploading documents in PBGC's e-Filing Portal, select the appropriate Document Type for each document that is uploaded. This column provides guidance on the Document Type to select for each Checklist Item. You may upload more than one document using the same Document Type, and there may be Document Types on the e-Filing Portal for which you have no documents to upload.

Requested File Naming (if applicable): For certain Checklist Items, a specified format for naming the file is requested.

SFA Regulation Reference: Identifies the applicable section of PBGC's regulation.

SFA Instructions Reference: Identifies the applicable section and item number in PBGC's Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance.

You must select N/A if a Checklist Item # is not applicable to your application. Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47 on the Application Checklist. If there has been a plan merger as described in § 4262.4(f)(1)(ii), you also must provide responses for Checklist Items #48 through #60 on the Application Checklist. If you are required to provide responses for Checklist Items #48 through #60, your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #48 through #60 on the Application Checklist. All other plans should not provide responses for Items #48 through #60 of the Application Checklist.

If a Checklist Item # asks multiple questions or requests multiple items, the Plan Response should only be Yes if the plan is providing all information requested for that Checklist Item.

Note, a Yes or No response is required for the three initial questions concerning whether or not this application is a submission of a revised application, or whether the plan has been terminated.

Application Checklist

v20210708p

Instructions for Section E, Item 1 of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance (SFA):

Note, in the case of a plan applying for priority consideration, the plan's application must also be submitted to the Treasury Department. If that requirement applies to an application, PBGC will transmit the application to the Treasury Department on behalf of the plan. See IRS Notice [NOTICE] for further information.

All information and documentation, unless covered by the Privacy Act, that is included in an SFA application may be posted on PBGC's website at www.pbgc.gov or otherwise publicly disclosed, without additional notification. Except to the extent required by the Privacy Act, PBGC provides no assurance of confidentiality in any information included in an SFA application.

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|-----------------------|---|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| | Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. |

Filers provide responses here for each Checklist Item.

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|--|---|------------------|--------------------------|----------------------------|--|--|--|--------------------------------|-----------------------------------|
| Plan Information, Checklist, and Certifications | | | | | | | | | |
| | Is this application a revised application submitted after the denial of a previously filed application for SFA? | Yes No | No | | | | | | |
| | Is this application a revised application submitted after a plan has withdrawn its application for SFA? | Yes No | No | | | | | | |
| | Has this plan been terminated? | Yes No | No | | If terminated, provide date of plan termination. | | | | |
| 1. | Does the application include a fully completed Application Checklist, including the required information at the top of the Application Checklist (plan name, employer identification number (EIN), 3-digit plan number (PN), and SFA amount requested)? | Yes No | Yes | | | Special Financial Assistance Checklist | Checklist Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.6(a) | Section E, Item 1 |
| 2. | Does the application include an SFA request cover letter (optional)? Enter N/A if no letter is provided. | Yes N/A | Yes | Cover Letter 138 PF.pdf | | Financial Assistance Request Letter | | | Section D, Item 1 |
| 3. | Was the application signed and dated by an authorized trustee who is a current member of the board of trustees or another authorized representative of the plan sponsor? | Yes No | Yes | SFA Application 138 21.pdf | First page after cover | Financial Assistance Application | | § 4262.6(b)(1) | Section D |
| 4. | Does the application include the required penalties of perjury statement signed by an authorized trustee who is a current member of the board of trustees? | Yes No | Yes | SFA Application 138 21.pdf | Pg 12 | Financial Assistance Application | | § 4262.6(b)(2) | Section E, Item 6 |
| 5. | Does the application include the name, address, email, and telephone number of the plan sponsor? Does it also include the same contact information for the plan sponsor's duly authorized representatives, including legal counsel and enrolled actuary? | Yes No | Yes | SFA Application 138 21.pdf | Pg 5, Enrolled Actuary information is on page 8 | Financial Assistance Application | | § 4262.7(a) | Section D, Item 2 |
| 6. | Does the application identify the eligibility criteria in § 4262.3 that qualifies the plan as eligible to receive SFA, and include the requested information for each item that is applicable, as described in Section D, Item 3 of the instructions? | Yes No | Yes | SFA Application 138 21.pdf | Pg 5 | Financial Assistance Application | | § 4262.3 § 4262.7(b) | Section D, Item 3 |
| 7a. | If the plan claims SFA eligibility under section 4262(b)(1)(C) of ERISA, does the application include a certification from the plan's enrolled actuary that the plan is eligible for SFA which specifically notes the specified year for each component of eligibility (certification of plan status, modified funding percentage, and participant ratio), the detailed derivation of the modified funding percentage, and the derivation of the participant ratio? | Yes No N/A | N/A | | | Financial Assistance Application | | § 4262.6(c) § 4262.7(b) | Section E, Item 2 |
| 7b. | Does the certification in Checklist Item #7a also identify all assumptions and methods (including supporting rationale and, where applicable, reliance on the plan sponsor) used to develop the current value of withdrawal liability that is utilized in the calculation of the modified funded percentage? | Yes No N/A | N/A | | | Financial Assistance Application | | § 4262.6(c) § 4262.7(b) | Section E, Item 2 |
| 8a. | If the plan's application is submitted on or before March 11, 2023, does the application identify the plan's priority group (see § 4262.10(d)(2))? | Yes No N/A | Yes | SFA Application 138 21.pdf | Pg 5 | Financial Assistance Application | | § 4262.7(c) § 4262.10(d)(2) | Section D, Item 4 |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item:

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|------------------|---------------|--|--------------------------|--|--|--|---|-----------------------------------|
| 8b. | Yes No N/A | N/A | | | Briefly identify the emergency criteria. | Financial Assistance Application | | § 4262.10(f) | Section D, Item 4 |
| 9. | Yes No N/A | Yes | SFA Application 138 21.pdf | Pg 8 | | Financial Assistance Application | | § 4262.6(c) § 4262.7(c) § 4262.10(d)(2) | Section E, Item 3 |
| 10. | Yes No | Yes | Template 4 138 PP.xlsx | | | Projections for special financial assistance (estimated income, benefit payments and expenses) | Template 4 Pension Plan Name where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.4 § 4262.8(a)(4) | Section C, Item 4 |
| 11. | Yes No | Yes | SFA Application 138 21.pdf | Pg 9 | | Financial Assistance Application | | § 4262.4 § 4262.6(c) § 4262.8(a)(4) | Section E, Item 4 |
| 12. | Yes No | Yes | SFA Application 138 21.pdf & CR Calc 138 21.xlsx | Pg 5 & 6 | | Financial Assistance Application | | § 4262.8(a)(6) | Section D, Item 5 |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item:

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|--|------------------|---------------|---|------------------------------------|--|----------------------------------|---------------------------------------|----------------------------|--|
| 13. | For plans eligible for SFA under § 4262.3(a)(1) or § 4262.3(a)(3), does the application identify which assumptions (if any) used in showing the plan's eligibility for SFA differ from those used in the most recent certification of plan status completed before 1/1/2021? If there are any assumption changes, does the application include detailed explanations and supporting rationale and information as to why using the identified assumptions is no longer reasonable and why the changed assumptions are reasonable? Enter N/A if the plan is not eligible under § 4262.3(a)(1) or § 4262.3(a)(3). Enter N/A if there are no such assumption changes. | Yes No N/A | N/A | | | No assumption changes were made to determine the Plan's eligibility. | Financial Assistance Application | | § 4262.5 § 4262.8(b)(1) | Section D, Item 6.a. |
| 14a. | Does the application identify which assumptions (if any) used to determine the requested SFA amount differ from those used in the most recent certification of plan status completed before 1/1/2021 (except for the interest rate, which is determined as required by § 4262.4(3)(1))? If there are any assumption changes, does the application include detailed explanations and supporting rationale and information as to why using the identified original assumptions is no longer reasonable and why the changed assumptions are reasonable? Does the application state if the changed assumption is an extension of the CBU assumption or the administrative expenses assumption as described in Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions? | Yes No | Yes | Template 7 138 PF.xlsx, SFA Application 138 21.pdf and SFA Assumptions 138 PF.pdf | Pg 6 of SFA Application 138 21.pdf | | Financial Assistance Application | | § 4262.5 § 4262.8(b)(1) | Section D, Item 6.b. |
| 14b. | If a plan-specific mortality table is used for Checklist Item #14a, is supporting information provided that documents the methodology used and the rationale for selection of the methodology used to develop the plan-specific rates, as well as detailed information showing the determination of plan credibility and plan experience? | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.5 § 4262.8(b)(1) | Section D, Item 6.b. |
| 15a. | Does the application include a certification from the plan sponsor with respect to the accuracy of the amount of the fair market value of assets as of the SFA measurement date? Does the certification reference and include information that substantiates the asset value and any projection of the assets to the SFA measurement date? | Yes No | Yes | SFA Application 138 21.pdf | Pg 10 | | Financial Assistance Application | | § 4262.8(a)(4)(ii) | Section E, Item 5 |
| 15b. | Does the certification in Checklist Item #15a reference and include information that substantiates the asset value and any projection of the assets to the SFA measurement date? | Yes No | Yes | Asset Reconcile 138 21.pdf | | | Financial Assistance Application | | § 4262.8(a)(4)(ii) | Section E, Item 5 |
| 16a. | Does the application include, for an eligible plan that implemented a suspension of benefits under section 305(c)(9) or section 4245(a) of ERISA, a narrative description of how the plan will reinstate the benefits that were previously suspended and a proposed schedule of payments (equal to the amount of benefits previously suspended) to participants and beneficiaries? Enter N/A for a plan that has not implemented a suspension of benefits. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.7(d) § 4262.15 | Section D, Item 7 Section C, Item 4(c)(iii) |
| 16b. | If Yes was entered for Checklist Item #16a, does the proposed schedule show the yearly aggregate amount and timing of such payments, and is it prepared assuming the effective date for reinstatement is the day after the SFA measurement date? Enter N/A for a plan that entered N/A for Checklist Item #16a. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.7(d) § 4262.15 | Section D, Item 7 Section C, Item 4(c)(iii) |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item:

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|------------------|---------------|--|--------------------------|--------------------|---|--|----------------------------------|--|
| 16c. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.7(d) § 4262.15 | Section D, Item 7 Section C, Item 4(c)(iii) |
| 17. | Yes No N/A | Yes | Asset Reconciliation 138 21.pdf | | | Financial Assistance Application | | § 4262.8(a)(4)(ii) | Section D, Item 8 |
| 18. | Yes No | Yes | PD 138 14.pdf & Min 2020092A 138.pdf | | | Pension plan documents, all versions available, and all amendments signed and dated | | § 4262.7(e)(1) | Section B, Item 1(a) |
| 19. | Yes No | Yes | Amd 1 138 21.pdf | | | Pension plan documents, all versions available, and all amendments signed and dated | | § 4262.7(e)(1) § 4262.6(c)(1) | Section B, Item 1(c) |
| 20. | Yes No | Yes | TA 138.pdf & TA amds 138.pdf | | | Pension plan documents, all versions available, and all amendments signed and dated | | § 4262.7(c)(3) | Section B, Item 1(b) |
| 21. | Yes No N/A | N/A | | | | Pension plan documents, all versions available, and all amendments signed and dated | | § 4262.7(c)(2) § 4262.6(e)(2) | Section B, Item 1(d) |
| 22. | Yes No N/A | N/A | | | | Pension plan documents, all versions available, and all amendments signed and dated | | § 4262.7(c)(1) § 4262.9(b)(2) | Section B, Item 1(e) |
| 23. | Yes No N/A | Yes | Dtr 138 14.pdf | | | Pension plan documents, all versions available, and all amendments signed and dated | | § 4262.7(e)(3) | Section B, Item 1(f) |
| 24. | Yes No | Yes | 2018AVR 138 PF.pdf, 2019AVR 138 PF.pdf, 2020AVR 138 PF.pdf | | 3 valuations filed | Most recent actuarial valuation for the plan | YYYYAVR Pension Plan Name, where "YYYY" is plan year and "Pension Plan Name" is abbreviated version of the plan name | § 4262.7(e)(5) | Section B, Item 2 |
| 25a. | Yes No N/A | Yes | RP 138 08.pdf, RP 138 10.pdf, Pr update 138 11.pdf | | | Rehabilitation plan (or funding improvement plan, if applicable) | | § 4262.7(e)(6) | Section B, Item 3 |
| 25b. | Yes No N/A | N/A | | | | Rehabilitation plan (or funding improvement plan, if applicable) | | § 4262.7(e)(6) | Section B, Item 3 |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item:

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|------------------|---------------|---|--------------------------|---|---|--|--------------------------|-----------------------------------|
| 26. | Yes No | Yes | 2019Form5500 138 PF.pdf | | | Latest annual return/report of employee benefit plan (Form 5500) | YYYYForm5500 Pension Plan Name, where "YYYY" is the plan year and "Pension Plan Name" is abbreviated version of the plan name. | § 4262.7(c)(7) | Section B, Item 4 |
| 27a. | Yes No N/A | Yes | 2018Zone20180330 138 PF.pdf, 2019Zone20190331 138 PF.pdf, 2020Zone20200330 138 PF.pdf, 2021Zone20210330 138 PF.pdf | | 4 zone certs provided | Zone certification | YYYYZoneYYYYMMDD Pension Plan Name, where the first "YYYY" is the applicable plan year, and "YYYYMMDD" is the date the certification was prepared. "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.7(e)(8) | Section B, Item 5 |
| 27b. | Yes No N/A | Yes | | | Assumptions are referenced in zone certifications | Zone certification | | § 4262.7(e)(8) | Section B, Item 5 |
| 27c. | Yes No N/A | Yes | | | All are attached to the zone certifications | Zone certification | | § 4262.7(e)(8) | Section B, Item 5 |
| 28. | Yes No N/A | Yes | Gen Acct Statement 138.pdf, Gen Acct Statement 138.pdf, Inv Acct Statement 138.pdf | | | Bank/Asset statements for all cash and investment accounts | | § 4262.7(e)(9) | Section B, Item 6 |
| 29. | Yes No N/A | Yes | Audit Dsr 138 21.pdf | | | Plan's most recent financial statement (audited, or unaudited if audited not available) | | § 4262.7(e)(10) | Section B, Item 7 |
| 30. | Yes No N/A | Yes | SFA Application 138 21.pdf | pg 3 | | Pension plan documents, all versions available, and all amendments signed and dated | | § 4262.7(c)(12) | Section B, Item 8 |
| 31. | Yes No N/A | Yes | ACH Pmt Form.pdf | | | Other | | § 4262.7(e)(11) | Section B, Item 9 |
| 32. | Yes No N/A | Yes | Template 1 138 PF.xlsx | | | Financial assistance spreadsheet (template) | Template 1 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(a)(1) | Section C, Item 1 |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item.

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|--|------------------|---------------|--------------------------|--------------------------|---------------|---|---|--------------------------|-----------------------------------|
| 33. | If the plan was required to enter 10,000 or more participants on line 6f of the most recently filed Form 5500, does the application include a current listing of the 15 largest contributing employers (the employers with the largest contribution amounts) and the amount of contributions paid by each employer during the most recently completed plan year (without regard to whether a contribution was made on account of a year other than the most recently completed plan year)? If this information is required, it is required for the 15 largest contributing employers even if the employer's contribution is less than 5% of total contributions. Enter N/A if the plan is not required to provide this information. See Template 2. | Yes No N/A | N/A | | | | Contributing employers | Template 2 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(a)(2) | Section C, Item 2 |
| 34. | Does the application include for each of the most recent 10 plan years immediately preceding the application filing date, the history of total contributions, total contribution base units (including identification of the unit used), average contribution rates, and number of active participants at the beginning of each plan year? Does the history separately show for each of the most recent 10 plan years immediately preceding the application filing date all other sources of non-investment income such as withdrawal liability payments collected, reciprocity contributions (if applicable), additional contributions from the rehabilitation plan (if applicable), and other identifiable sources of contributions? See Template 3. | Yes No | Yes | Template 3 138 PF.xlsx | | | Historical Plan Financial Information (CBUs, contribution rates, contribution amounts, withdrawal liability payments) | Template 3 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(a)(3) | Section C, Item 3 |
| 35. | Does the application include a separate deterministic projection ("Baseline") in the same format as Checklist Item #10 that shows the amount of SFA that would be determined if the assumptions used are the same as those used in the most recent actuarial certification of plan status completed before January 1, 2021 ("pre-2021 certification of plan status"), excluding the plan's interest rate which should be the same as used for determining the SFA amount and excluding the CBU assumption and administrative expenses assumption which should reflect the changed assumptions consistent with Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions)? Enter N/A if this item is not required because all assumptions used (except the interest rate, CBU assumption and administrative expenses assumption) to determine the requested SFA amount are identical to those used in the pre-2021 certification of plan status and if the changed assumptions for CBUs and administrative expenses are consistent with Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions. https://www.pbgc.gov/sites/default/files/sfa/SFA-Assumptions-Guidance.pdf See Template 5. | Yes No N/A | Yes | Template 5 138 PF.xlsx | | | Financial assistance spreadsheet (template) | Template 5 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(b)(2) | Section C, Item 5 |
| 36. | Does the application include a reconciliation of the change in the total amount of requested SFA due to each change in assumption from the Baseline to the requested SFA amount? Does the application include a deterministic projection and other information for each assumption change, in the same format as for Checklist Item #10? Enter N/A if this item is not required because all assumptions used (except the interest rate, CBU assumption and administrative expenses assumption) to determine the requested SFA amount are identical to those used in the pre-2021 certification of plan status and if the changed assumptions for CBUs and administrative expenses are consistent with Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions, or if the requested SFA amount in Checklist Item #10 is the same as the amount shown in the Baseline details of Checklist Item #32. See Template 6. | Yes No N/A | Yes | Template 6 138 PF.xlsx | | | Financial assistance spreadsheet (template) | Template 6 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(b)(3) | Section C, Item 6 |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item.

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|--|--|------------------|---------------|--------------------------|--------------------------|---|---|---|----------------------------|--|
| 37a. | For plans eligible for SFA under § 4262.3(a)(1) or § 4262.3(a)(3), does the application include a table identifying which assumptions used in determining the plan's eligibility for SFA differ from those used in the pre-2021 certification of plan status? Enter N/A if the plan is eligible for SFA under § 4262.3(a)(2) or § 4262.3(a)(4) or if the plan is eligible based on a certification of plan status completed before 1/1/2021. Also enter N/A if the plan is eligible based on a certification of plan status completed after 12/31/2020 but that reflects the same assumptions as those in the pre-2021 certification of plan status. See Template 7. | Yes No N/A | N/A | | | Plan is eligible as per the 1/1/2020 zone certification | Financial assistance spreadsheet (template) | Template 7 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(b)(1) | Section C, Item 7(a) |
| 37b. | Does Checklist Item #37a include brief explanations as to why using those assumptions is no longer reasonable and why the changed assumptions are reasonable? This should be an abbreviated version of information provided in Checklist Item #13. Enter N/A if the plan entered N/A for Checklist Item #37a. See Template 7. | Yes No N/A | N/A | | | | Financial assistance spreadsheet (template) | Template 7 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(b)(1) | Section C, Item 7(a) |
| 38. | Does the application include a table identifying which assumptions differ from those used in the pre-2021 certification of plan status (except the interest rate used to determine SFA)? Does this item include brief explanations as to why using those original assumptions is no longer reasonable and why the changed assumptions are reasonable? Does the application state if the changed assumption is an extension of the CBU assumption or the administrative expenses assumption as described in Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions? This should be an abbreviated version of information provided in Checklist Items #14a-b. See Template 7. | Yes No N/A | Yes | Template 7 138 PF.xlsx | | | Financial assistance spreadsheet (template) | Template 7 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(b)(1) | Section C, Item 7(b) |
| 39a. | Does the application include details of the projected contributions and withdrawal liability payments used to calculate the requested SFA amount, including total contributions, contribution base units (including identification of base unit used), average contribution rate(s), reciprocity contributions (if applicable), additional contributions from the rehabilitation plan (if applicable), and any other identifiable contribution streams? See Template 8. | Yes No | Yes | Template 8 138 PF.xlsx | | | Financial assistance spreadsheet (template) | Template 8 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(a)(5) | Section C, Item 8 |
| 39b. | Does the application separately show the amounts of projected withdrawal liability payments for employers that are currently withdrawn at the application filing date, and assumed future withdrawals? Does the application also provide the projected number of active participants at the beginning of each plan year? See Template 8. | Yes No | Yes | Template 8 138 PF.xlsx | | | Financial assistance spreadsheet (template) | Template 8 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(a)(5) | Section C, Item 8 |
| 39c. | Does the application also provide the projected number of active participants at the beginning of each plan year? See Template 8. | Yes No | Yes | Template 8 138 PF.xlsx | | | Financial assistance spreadsheet (template) | Template 8 Pension Plan Name, where "Pension Plan Name" is an abbreviated version of the plan name. | § 4262.8(a)(5) | Section C, Item 8 |
| Supplemental Information for Certain Events under § 4262.4(f) - Applicable to Any Events in § 4262.4(f)(2) through (f)(4) and Any Mergers in § 4262.4(f)(1)(ii) | | | | | | | | | | |
| 40a. | Does the application include a narrative description of any event and any merger, including relevant supporting documents which may include plan amendments, collective bargaining agreements, actuarial certifications related to a transfer or merger, or other relevant materials? Enter N/A if the plan has not experienced an event or merger. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section D |
| 40b. | For a transfer or merger event, does the application include identifying information for all plans involved including plan name, EIN and plan number, and the date of the transfer or merger? Enter N/A if the plan has not experienced a transfer or merger event. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section D |

Application to PBGC for Special Financial Assistance (SFA)

v20210708a

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item.

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|---|------------------|---------------|--------------------------|--------------------------|---------------|--|--|----------------------------|--|
| 41a. | Does the narrative description in the application identify the amount of SFA reflecting any event, the amount of SFA determined as if the event had not occurred, and confirmation that the requested SFA provided in Checklist Item #1 is no greater than the amount that would have been determined if the event had not occurred, unless the event is a contribution rate reduction and such event lessens the risk of loss to plan participants and beneficiaries? Enter N/A if the plan has not experienced any event. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section D |
| 41b. | For a merger, is the determination of SFA as if the event had not occurred equal to the sum of the amount that would be determined for this plan and each plan merged into this plan (each as if they were still separate plans)? Enter N/A if the plan entered N/A for Checklist Item #41a. Enter N/A if the event described in Checklist Item #41a was not a merger. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section D |
| 42a. | Does the application include a supplemental version of Checklist Item #6 that shows the determination of SFA eligibility as if any events had not occurred? Enter N/A if the plan has not experienced any event. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section D |
| 42b. | For any merger, does this item include demonstrations of SFA eligibility for this plan and for each plan merged into this plan (each of these determined as if they were still separate plans)? Enter N/A if the plan entered N/A for Checklist Item #42a. Enter N/A if the event described in Checklist Item #42a was not a merger. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section D |
| 43a. | Does the application include a supplemental certification from the plan's enrolled actuary with respect to the plan's SFA eligibility (see Checklist Item #7), but with eligibility determined as if any events had not occurred? Enter N/A if the plan has not experienced any event. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section E |
| 43b. | For any merger, does the application include supplemental certifications of the SFA eligibility for this plan and for each plan merged into this plan (each of these determined as if they were still separate plans)? Enter N/A if the plan entered N/A for Checklist Item #43a. Also enter N/A if the event described in Checklist Item #43a was not a merger. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section E |
| 44a. | Does the application include a supplemental version of Checklist Item #10 that shows the determination of the SFA amount as if any events had not occurred? See Template 4. Enter N/A if the plan has not experienced any events. | Yes No N/A | N/A | | | | Projections for special financial assistance (estimated income, benefit payments and expenses) | For supplemental submission due to any event: <i>Template 4 Pension Plan Name Supp</i> where "Pension Plan Name" is an abbreviated version of the plan name. For a supplemental submission due to a merger, <i>Template 4 Pension Plan Name Merged</i> , where "Pension Plan Name Merged" is an abbreviated version of the plan name for the separate plan involved in the merger. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section C |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item:

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|------------------|---------------|--------------------------|--------------------------|---------------|--|---|----------------------------|--|
| 44b. | Yes No N/A | N/A | | | | Projections for special financial assistance (estimated income, benefit payments and expenses) | For a supplemental submission due to a merger, <i>Template 4 Pension Plan Name Merged</i> , where "Pension Plan Name Merged" is an abbreviated version of the plan name for the separate plan involved in the merger. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section C |
| 45a. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section E |
| 45b. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section E |
| 45c. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section E |
| 45d. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section E |
| 46a. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section D |
| 46b. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section D |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item:

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|------------------|---------------|--------------------------|--------------------------|---------------|----------------------------------|---------------------------------------|----------------------------|--|
| 47a. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section E |
| 47b. | Yes No N/A | N/A | | | | Financial Assistance Application | | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section E |

Supplemental Information for Certain Events under § 4262.4(f) - Applicable Only to Any Mergers in § 4262.4(f)(1)(II)

Plans that have experienced mergers identified in § 4262.4(f)(1)(II) must complete Checklist Items #48 through #60. If you are required to complete Checklist Items #48 through #60, your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #48 through #60. All other plans should not provide any responses for Checklist Items #48 through #60.

| | | | | | | | | | |
|-----|------------------|-----|--|--|--|---|--|----------------------------|--|
| 48. | Yes No N/A | N/A | | | | Pension plan documents, all versions available, and all amendments signed and dated | Use same naming convention as for Checklist Item #18 but with abbreviated plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 49. | Yes No N/A | N/A | | | | Pension plan documents, all versions available, and all amendments signed and dated | Use same naming convention as for Checklist Item #20 but with abbreviated plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 50. | Yes No N/A | N/A | | | | Pension plan documents, all versions available, and all amendments signed and dated | Use same naming convention as for Checklist Item #23 but with abbreviated plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 51. | Yes No N/A | N/A | | | Identify here how many reports are provided. | Most recent actuarial valuation for the plan | YYYYAVR Pension Plan Name Merged, where "YYYY" is plan year and "Pension Plan Name Merged" is abbreviated version of the plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 52. | Yes No N/A | N/A | | | | Rehabilitation plan (or funding improvement plan, if applicable) | Use same naming convention as for Checklist Item #25 but with abbreviated plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |

Application to PBGC for Special Financial Assistance (SFA)

v20210709p

APPLICATION CHECKLIST

| | |
|---|------------------------------|
| Plan name: | Local 138 Pension Trust Fund |
| EIN: | 11-6170655 |
| PN: | 1 |
| SFA Amount Requested: | \$110,212,179.00 |
| Your application will be considered incomplete if No is entered as a Plan Response for any of Checklist Items #1 through #47. | |

Filers provide responses here for each Checklist Item.

Explain all N/A responses. Provide comments where noted. Also add any other optional explanatory comments.

| Checklist Item # | | Response Options | Plan Response | Name of File(s) Uploaded | Page Number Reference(s) | Plan Comments | Upload as Document Type | Requested File Naming (if applicable) | SFA Regulation Reference | SFA Filing Instructions Reference |
|------------------|--|------------------|---------------|--------------------------|--------------------------|---|---|---|----------------------------|--|
| 53. | In addition to the information provided with Checklist Item #26, does the application include similar Form 5500 information for each plan that merged into this plan due to a merger described in § 4262.4(f)(1)(ii)? | Yes No N/A | N/A | | | | Latest annual return/report of employee benefit plan (Form 5500) | YYYYForm5500 Pension Plan Name Merged, where "YYYY" is the plan year and "Pension Plan Name Merged" is abbreviated version of the plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 54. | In addition to the information provided with Checklist Item #27, does the application include similar certifications of plan status for each plan that merged into this plan due to a merger described in § 4262.4(f)(1)(ii)? | Yes No N/A | N/A | | | Identify how many zone certifications are provided. | Zone certification | YYYYZoneYYYYMMDD Pension Plan Name Merged, where the first "YYYY" is the applicable plan year, and "YYYYMMDD" is the date the certification was prepared. "Pension Plan Name Merged" is an abbreviated version of the plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 55. | In addition to the information provided with Checklist Item #28, does the application include the most recent cash and investment account statements for each plan that merged into this plan due to a merger described in § 4262.4(f)(1)(ii)? | Yes No N/A | N/A | | | | Bank/Asset statements for all cash and investment accounts | Use same naming convention as for Checklist Item #28 but with abbreviated plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 56. | In addition to the information provided with Checklist Item #29, does the application include the most recent plan financial statement (audited, or unaudited if audited is not available) for each plan that merged into this plan due to a merger described in § 4262.4(f)(1)(ii)? | Yes No N/A | N/A | | | | Plan's most recent financial statement (audited, or unaudited if audited not available) | Use same naming convention as for Checklist Item #29 but with abbreviated plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 57. | In addition to the information provided with Checklist Item #30, does the application include all of the written policies and procedures governing the plan's determination, assessment, collection, settlement, and payment of withdrawal liability for each plan that merged into this plan due to a merger described in § 4262.4(f)(1)(ii)? | Yes No N/A | N/A | | | | Pension plan documents, all versions available, and all amendments signed and dated | Use same naming convention as for Checklist Item #30 but with abbreviated plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section B |
| 58. | In addition to the information provided with Checklist Item #32, does the application include the same information in the format of Template 1 for each plan that merged into this plan due to a merger described in § 4262.4(f)(1)(ii)? Enter N/A if each plan that fully merged into this plan is not required to respond Yes to line 8b(1) on the most recently filed Form 5500 Schedule MB. | Yes No N/A | N/A | | | | Financial assistance spreadsheet (template) | Template 1 Pension Plan Name Merged, where "Pension Plan Name Merged" is an abbreviated version of the plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section C |
| 59. | In addition to the information provided with Checklist Item #33, does the application include the same information in the format of Template 2 (if required based on the participant threshold) for each plan that merged into this plan due to a merger described in § 4262.4(f)(1)(ii)? Enter N/A if each plan that merged into this plan has less than 10,000 participants on line 6f of the most recently filed Form 5500. | Yes No N/A | N/A | | | | Contributing employers | Template 2 Pension Plan Name Merged, where "Pension Plan Name Merged" is an abbreviated version of the plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section C |
| 60. | In addition to the information provided with Checklist Item #34, does the application include similar information in the format of Template 3 for each plan that merged into this plan due to a merger described in § 4262.4(f)(1)? | Yes No | N/A | | | | Historical Plan Financial Information (CBUs, contribution rates, contribution amounts, withdrawal liability payments) | Template 3 Pension Plan Name Merged, where "Pension Plan Name Merged" is an abbreviated version of the plan name for the plan merged into this plan. | § 4262.4(f) § 4262.8(c) | Addendum A for Certain Events, Section C |



O'Sullivan
Associates Inc.

Local 138 Pension Trust Fund

Actuarial Valuation Report
12/31/2017

1236 Brace Road, Unit E
Cherry Hill, NJ 08034
(856) 795-7777

November 2018

TABLE OF CONTENTS


| | | |
|-----------|--|-----------|
| 1. | CERTIFICATION OF RESULTS | 1 |
| 2. | VALUATION SUMMARY | 3 |
| 3. | SUMMARY OF KEY FUNDING MEASURES | 4 |
| 4. | PLAN COST | 5 |
| 4.1 | Annual Plan Cost and Margin | 5 |
| 4.2 | Margin Detail | 6 |
| 4.4 | Development of Plan Asset Values | 7 |
| 4.4.1 | Market Value of Assets | 7 |
| 4.4.2 | Value of Assets | 7 |
| 4.4.3 | Actuarial Asset Gain/(Loss) | 8 |
| 4.4.4 | Total Gain/(Loss) | 9 |
| 4.5 | Historical Information | 10 |
| 4.5.1 | Gain/(Loss) | 10 |
| 4.5.2 | Asset Information | 11 |
| 4.5.3 | Employment | 12 |
| 4.5.4 | Funded Percentage | 13 |
| 4.5.5 | Actuarial Value of Assets Expressed as a % of Market Value | 14 |
| 4.6 | Pension Protection Act-Rehabilitation Plan | 15 |
| 5. | ASC NO. 960 DISCLOSURES | 17 |
| 5.1 | Present Value of Accumulated Plan Benefits | 17 |
| 5.2 | Reconciliation of Changes in Present Value of Accumulated Benefits | 17 |
| 6. | GOVERNMENT REPORTING | 18 |
| 6.1 | Summary of Assumptions | 18 |
| 6.2 | Summary of Plan Provisions | 20 |
| 6.3 | Contribution Rates | 24 |
| 6.4 | Funding Standard Account and Minimum Required Contributions | 25 |
| 6.5 | Maximum Deductible Contribution | 25 |
| 6.6 | Current Liability at Beginning of Plan Year | 26 |
| 6.7 | Amortization Schedule for Minimum Required Contribution | 27 |
| 6.8 | Equation of Balance | 28 |
| 7. | DATA SUMMARY | 29 |
| 7.1 | Historical Participation | 29 |
| 7.2 | Flow of Lives | 30 |
| 7.3 | Actives by Age and Benefit Service | 31 |
| 7.4 | New Pensioners | 32 |
| 7.5 | All Pensioners | 32 |
| 7.6 | Distribution of Monthly Pensions | 33 |
| 7.7 | Distribution of Terminated Vested Participants | 34 |

1. Certification of Results


This report was prepared on behalf of the Teamsters Local 138 Pension Trust Fund (EIN: 11-6170655, PN: 001) based on employee data, asset statements and plan documents provided by the Plan Sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

Therefore, to the best of our knowledge and belief, the information presented in this report is complete and accurate, and in our opinion, each assumption used represents our best estimate of anticipated experience under the Plan.

Certified by:



Craig A. Voelker, FSA, EA, MAAA
Enrolled Actuary No.: 17-05537



Vincent Regalbuto ASA, EA, MAAA
Enrolled Actuary No.: 17-8116

**** *This Page Has Been Intentionally Left Blank* ****

2. Valuation Summary

1. Long-Term Funding

Projected annual contributions of \$627,727 (\$58.67 per week) fall short of the total annual cost of benefits of \$7.65 million (\$714.56 per week). This leaves a negative margin of \$7.02 million (\$655.89 per week). Therefore, the Plan is underfunded and is projected to become insolvent by the Plan Year ending December 31, 2022.

2. Margin

The margin has decreased by \$104.46 from negative \$551.43 to negative \$655.89. The margin is detailed in section 4 of this report.

3. Pension Protection Act

The Pension Protection Act (PPA) requires multiemployer plans to disclose the percent level of funding using the actuarial value of assets. As of December 31, 2017 this percentage is 31.5%.

The Plan is under 65% funded, has a funding deficiency, and is projected to become insolvent within the next 14 years. Therefore, the Plan is certified to be in "Critical and Declining Status" (Deep Red Zone).

The Trustees have adopted a Rehabilitation Plan which is fully detailed in section 4.6 of this report. Each year the Rehabilitation Plan needs to be monitored and updated if it is not providing the anticipated funding progress. The Rehabilitation Plan adopted by the Trustees is considered a "safety valve" plan as allowed by §432(e)(3)(A)(ii). This section provides that the Trustees consider all reasonable measures to exit the Red Zone by the end of the Rehabilitation Period, and if the Plan cannot exit the Red Zone in that time frame to consider all reasonable measures to exit at a later time or to forestall insolvency. The Rehabilitation Plan is detailed in section 4.6 of this report.

4. Assumptions

We have changed the annual weeks assumption from 12,000 to 10,700. We will continue to monitor The Plan's experience and recommend assumption changes as necessary.

3. Summary of Key Funding Measures

| | As of December 31 | |
|--|-------------------|---------------|
| | <u>2017</u> | <u>2016</u> |
| 1. Current | | |
| <u>Assets</u> | | |
| a at Market | \$ 29,895,931 | \$ 33,449,112 |
| b at Actuarial | \$ 30,087,404 | \$ 34,506,817 |
| c Actuarial / Market (b/a) | 100.6% | 103.2% |
| <u>Present Values</u> | | |
| d Vested Benefits | \$ 95,504,411 | \$ 96,603,181 |
| e Accrued Benefits (Accrued Liability) | \$ 95,526,391 | \$ 96,649,442 |
| <u>Funding Percentages</u> | | |
| f Vested at market (a/d) | 31.3% | 34.6% |
| g Vested at actuarial (b/d) | 31.5% | 35.7% |
| h Accrued at market (a/e) | 31.3% | 34.6% |
| i Accrued at actuarial (b/e) | 31.5% | 35.7% |

| | For Plan Year Ending December 31 | |
|--------------------------------------|----------------------------------|------------------|
| | <u>2018</u> | <u>2017</u> |
| 2. Prospective | | |
| <u>Contributions</u> | | |
| a Minimum Required | \$ 46,683,170 | \$ 37,946,976 |
| b Anticipated | \$ 627,727 | \$ 697,080 |
| c Actual | tbd | \$ 623,959 |
| d Maximum Deductible | \$ 168,800,102 | \$ 167,031,087 |
| e Credit Balance | \$ (45,991,461) | \$ (37,259,149) |
| f Minimum to preserve Credit Balance | \$ 9,144,451 | \$ 8,723,117 |
| <u>Costs</u> | | |
| g Cost of benefits earned in year | \$ 783,803 | \$ 797,927 |
| h Amortization of Unfunded Liability | <u>6,862,010</u> | <u>6,516,350</u> |
| i Total Cost (g+h) | \$ 7,645,813 | \$ 7,314,277 |
| j Margin (b-i) | \$ (7,018,086) | \$ (6,617,197) |

| | | |
|-------------------------------|--------|--------|
| 3. Assumptions | | |
| a Interest rate per annum | 6.75% | 6.75% |
| b Weeks in aggregate per year | 10,700 | 12,000 |

4. Plan Cost

4.1 Annual Plan Cost and Margin

There are two component costs to funding a pension plan: the cost of benefits earned in the year and the amortization of the unfunded liability. The sum of the two costs expressed in dollars per week of covered work provides a useful way of expressing the Plan's actuarial cost.

In the context above, margin is the amount, in contributions per week, by which the anticipated contributions differ from the Plan's projected actuarial cost.

The costs below are calculated consistent with a funding policy of paying off the unfunded liability over 15 years assuming asset return of 6.75% annually. The margin, found on Line C below, is negative and indicates that the Plan needs an additional \$655.89 per week to pay for all future benefits.

There are many actuarial measures and statistics to measure the state of the Plan's funding. The margin is designed to provide a single simplified statistic for a trustee to get a sense for the level of funding. As long as the margin is positive it is a strong indication that the current benefits are affordable on a long term basis. If negative it is an indication that the overall funding may need to be improved before benefits are affordable.

| | <u>Per Year</u> | <u>Per Week</u> | <u>As a % of Contributions</u> |
|--|------------------|-----------------|--------------------------------|
| A. Anticipated annual contribution* | \$ 627,727 | \$ 58.67 | 100.0% |
| B. Actuarial Costs | | | |
| 1. Cost of benefits earned in the year | \$ 783,803 | \$ 73.25 | 124.9% |
| 2. Amortization of unfunded liability | <u>6,862,010</u> | <u>641.31</u> | <u>1093.1%</u> |
| 3. Total annual costs (1+2) | \$ 7,645,813 | \$ 714.56 | 1218.0% |
| C. Margin (A-B3) | \$ (7,018,086) | \$ (655.89) | -1118.0% |

* Assumes contributions and costs are paid at the end of the month.

4.2 Margin Detail

| | | | |
|--|-------------------|----------------|----------------------|
| A. As of 12/31/2017 | | | |
| 1. Actuarial liability | \$ 95,526,391 | | |
| 2. Actuarial value of assets | <u>30,087,404</u> | | |
| 3. Unfunded actuarial liability (1-2) | \$ 65,438,987 | | |
| 4. Normal cost | 256,691 | | |
| 5. Expenses | <u>500,000</u> | | |
| 6. Total cost of benefits (4+5) | \$ 756,691 | | |
| 7. Amortization of unfunded liability | \$ 6,624,653 | | |
| B. Anticipated Contribution Income* | | | |
| 1. Projected Employment Units | 10,700 | | As a % of |
| 2. Projected contribution rate | <u>\$ 58.67</u> | <u>\$/Week</u> | Contributions |
| 3. Anticipated annual contribution (1x2) | \$ 627,727 | \$ 58.67 | 100.0% |
| C. Actuarial Costs* | | | |
| 1. Cost of benefits earned in the year | \$ 783,803 | \$ 73.25 | 124.9% |
| 2. Amortization of unfunded liability | <u>6,862,010</u> | <u>641.31</u> | <u>1093.1%</u> |
| 3. Total annual costs (1+2) | \$ 7,645,813 | \$714.56 | 1218.0% |
| D. Margin (B3-C3) | \$ (7,018,086) | \$ (655.89) | -1118.0% |
| E. Market value of assets | \$ 29,895,931 | | |
| F. Spread Statistic | -0.6% | | |
| G. Margin using assets at market | \$ (7,038,164) | \$ (657.77) | -1121.1% |

* Assumes contributions and costs are paid at the end of the month.

4.4 Development of Plan Asset Values

4.4.1 Market Value of Assets

| | <u>Total Fund</u> |
|---|-------------------|
| A. Assets at 12/31/2016 | \$ 33,449,112 |
| B. Employer contributions | \$ 623,959 |
| C. Employer Withdrawal Liability Payments | \$ 43,463 |
| D. Investment income: | |
| 1. Interest and dividends | \$ 471,547 |
| 2. Realized/unrealized gain/(loss) | 2,906,388 |
| 3. Investment fees | <u>(105,550)</u> |
| 4. Total investment income | \$ 3,272,385 |
| E. Distributions: | |
| 1. Benefit payments | \$ (7,037,523) |
| 2. Administrative expenses | <u>(455,465)</u> |
| 3. Total distributions | \$ (7,492,988) |
| F. Market value at 12/31/2017 | \$ 29,895,931 |
| G. Average invested assets $(A + .5 \times ((B+C)+E3))$ | \$ 30,036,329 |
| H. Rate of return, $D4 \div G$ | 10.89% |

4.4.2 Value of Assets

| | |
|-------------------------------|---------------|
| A. Market value at 12/31/2017 | \$ 29,895,931 |
|-------------------------------|---------------|

Development of amount deferred

| Year Ending December 31 | Unexpected Amount | Percentage Deferred | Deferred Amount |
|----------------------------|----------------------|------------------------|--------------------|
| 1. 2014 | \$ (1,063,074) | 20% | \$ (212,615) |
| 2. 2015 | (2,437,690) | 40% | (975,076) |
| 3. 2016 | 450 | 60% | 270 |
| 4. 2017 | 1,244,935 | 80% | <u>995,948</u> |

| | |
|--|---------------|
| B. Total deferred amount | \$ (191,473) |
| C. Preliminary actuarial value of assets (A-B) | 30,087,404 |
| D. 80% of market value | 23,916,745 |
| E. 120% of market value | 35,875,117 |
| F. Actuarial value at 12/31/2017 (C not less than D or greater than E) | \$ 30,087,404 |

4.4.3 Actuarial Asset Gain/(Loss)

| | |
|---|---------------|
| A. Actuarial assets at 12/31/2016 | \$ 34,506,817 |
| B. Investment income: | |
| 1. Expected income (net of investment expenses) | \$ 2,027,450 |

Development of amount recognized

| Year Ending December 31 | Unexpected Amount | Percentage Recognized | Recognized Amount |
|----------------------------|----------------------|--------------------------|----------------------|
| 2013 | \$ 4,148,895 | 20% | \$ 829,779 |
| 2014 | (1,063,074) | 20% | (212,615) |
| 2015 | (2,437,690) | 20% | (487,538) |
| 2016 | 450 | 20% | 90 |
| 2017 | \$ 1,244,935 | 20% | \$ 248,987 |

| | |
|--|----------------|
| 2. Total recognized amount | \$ 378,703 |
| 3. Forced recognition (due to +/-20% corridor) | \$ 0 |
| 4. Total investment income (1+2+3) | \$ 2,406,153 |
| C. Employer contributions | \$ 623,959 |
| D. Employer Withdrawal Liability Payments | \$ 43,463 |
| E. Distributions: | |
| 1. Benefit payments | \$ (7,037,523) |
| 2. Administrative expenses | (455,465) |
| 3. Total distributions | \$ (7,492,988) |
| F. Actuarial value at 12/31/2017 | \$ 30,087,404 |
| G. Average invested assets (A+.5 x ((C+D)+E3)) | \$ 31,094,034 |
| H. Rate of return (B4÷G) | 7.74% |
| I. Assumed rate of return | 6.75% |
| J. Expected income (I x G) | \$ 2,098,847 |
| K. Asset gain/(loss) (B4-J) | \$ 307,306 |

4.4.4 Total Gain/(Loss)

| | |
|--|-------------------|
| A. Unfunded accrued liability (UAL) at 12/31/2016 | \$ 62,142,625 |
| B. Annual cost of benefits and expenses at 12/31/2016 | 770,327 |
| C. Less contributions | (667,422) |
| D. Interest on A, B, and C | <u>4,226,219</u> |
| E. Expected unfunded accrued liability at 12/31/2017 (A+B+C+D) | \$ 66,471,749 |
| F. Preliminary UAL before changes at 12/31/2017 | <u>65,438,987</u> |
| G. Total gain/(loss), (E-F) | \$ 1,032,762 |
| H. Change due to: | |
| 1. Assumption change | \$ 0 |
| 2. Plan amendments | 0 |
| 3. Method change | <u>0</u> |
| I. Subtotal changes | \$ 0 |
| J. Actual unfunded accrued liability at 12/31/2017 (F+I) | \$ 65,438,987 |
| K. Gain/(loss) due to: | |
| 1. Asset experience | \$ 307,306 |
| 2. Expenses | 62,450 |
| 3. Demographic experience | <u>663,006</u> |
| 4. Total gain/(loss) | \$ 1,032,762 |

4.5 Historical Information

4.5.1 Gain/(Loss)

| Plan Year Ending 12/31 | Assets | Operational Expense | Demographic Assumptions | Total Gain/(Loss) |
|------------------------------|--------------|------------------------|----------------------------|----------------------|
| 2006 | \$ (742,903) | \$ (4,260) | \$ 122,455 | \$ (624,708) |
| 2007 | 728,986 | (130,616) | (146,599) | 451,771 |
| 2008 | (9,694,709) | (125,125) | (679,865) | (10,499,699) |
| 2009 | (2,029,811) | (14,270) | 270,822 | (1,773,259) |
| 2010 | (936,224) | 104,079 | 15,633 | (816,512) |
| 2011 | (1,411,753) | (52,111) | (419,845) | (1,883,709) |
| 2012 | (1,305,170) | 226,546 | (327,443) | (1,406,067) |
| 2013 | 2,269,047 | 276,786 | (2,124,806) | 421,027 |
| 2014 | 862,930 | 106,392 | (238,413) | 730,909 |
| 2015 | (239,779) | 84,136 | 562,283 | 406,640 |
| 2016 | 322,767 | 116,893 | 681,584 | 1,121,244 |
| 2017 | 307,306 | 62,450 | 663,006 | 1,032,762 |
| Average | \$ (989,109) | \$ 54,242 | \$ (135,099) | \$ (1,069,967) |

Gain/loss analysis is one of the most important tools available to an actuary to ensure that their model of the Plan's funding is accurate. The exhibit above shows the total gain/(loss) broken down into three components: assets, operational expenses, and demographic assumptions.

The gain on assets is very unpredictable due to the unpredictable returns on the market value of assets. Moreover, the gain/(loss) on assets is greatly influenced by the smoothing method. The pattern of asset gains is discussed later in this report.

After itemizing the gain/(loss) on assets and expenses, what remains is the gain/loss on all the other demographic assumptions including retirement, turnover, disability, and mortality rates. Over time, to remain confident in the future funding, it is important that the gains and losses on the demographic assumptions average a relatively small number.

For the last eleven years the Plan has experienced both gains and losses on demographic assumptions. However, there was a larger than expected loss during 2013 which was mostly the result of twenty-one (21) separated vested participant "pickups" who were determined to be vested because of service earned during 1998.

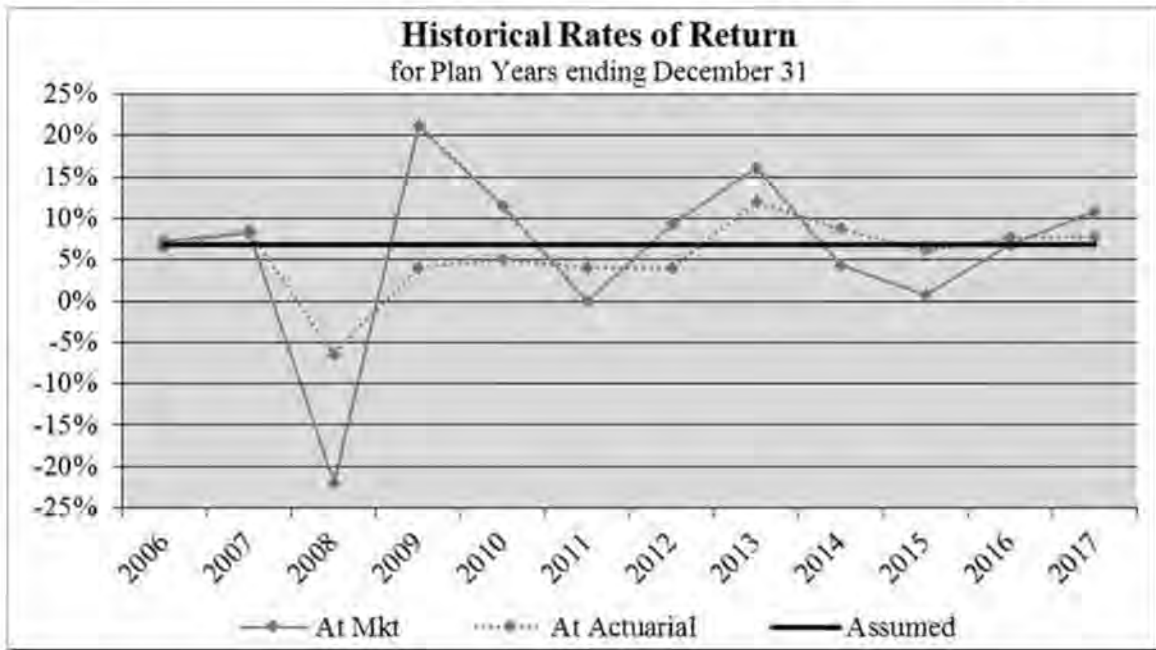
4.5.2 Asset Information

For Plan Years Ending December 31

Rates of Return

| | <u>Contributions*</u> | <u>Withdrawal Liability Payments</u> | <u>Benefits</u> | <u>Expenses</u> | <u>Market Investment Income</u> | <u>Market Value of Assets</u> | <u>At Market</u> | <u>At Actuarial</u> |
|---------------|-----------------------|--|------------------------|-----------------------|---|-----------------------------------|----------------------|-------------------------|
| 2006 | \$1,218,792 | | \$ (6,544,748) | \$ (583,821) | \$ 5,158,144 | \$ 72,982,162 | 7.3% | 6.4% |
| 2007 | 1,158,356 | | (6,492,348) | (650,479) | 5,771,991 | 72,769,682 | 8.2% | 8.6% |
| 2008 | 1,253,110 | \$ 316,420 | (6,498,143) | (847,735) | (15,369,740) | 51,623,594 | -22.0% | -6.5% |
| 2009 | 1,242,128 | 11,950 | (6,591,027) | (674,496) | 10,274,953 | 55,887,102 | 21.1% | 4.1% |
| 2010 | 1,137,408 | 14,939 | (6,637,470) | (615,824) | 6,063,568 | 55,849,723 | 11.5% | 5.1% |
| 2011 | 1,074,590 | 5,976 | (6,805,811) | (772,014) | 28,682 | 49,381,146 | 0.1% | 4.0% |
| 2012 | 984,788 | 311,951 | (6,858,136) | (493,357) | 4,326,648 | 47,653,040 | 9.3% | 4.0% |
| 2013 | 897,400 | 3,679 | (6,990,057) | (443,117) | 7,145,016 | 48,265,961 | 16.1% | 12.0% |
| 2014 | 849,996 | 0 | (6,871,909) | (463,316) | 1,976,002 | 43,756,734 | 4.4% | 8.8% |
| 2015 | 751,889 | 38,917 | (6,906,012) | (485,572) | 254,197 | 37,449,070 | 0.7% | 6.1% |
| 2016 | 695,223 | 359,780 | (6,917,273) | (452,813) | 2,315,125 | 33,449,112 | 6.8% | 7.7% |
| 2017 | 623,959 | 43,463 | (7,037,523) | (455,465) | 3,272,385 | \$ 29,895,931 | 10.9% | 7.7% |
| Totals | \$ 11,121,696 | \$ 1,063,612 | \$ (74,112,934) | \$ (6,482,544) | \$ 27,983,503 | | | |

12-year geometric average 5.6% 5.6%

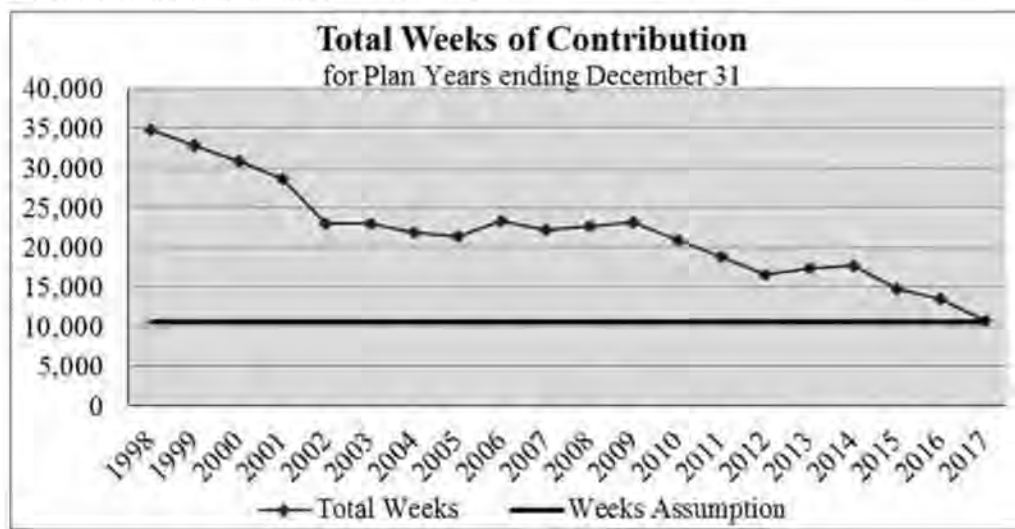


* Includes employer surcharges.

4.5.3 Employment

| Plan Year Ending 12/31 | Contribution Income | Average Number of Actives | Average Contribution Rate | Employment Weeks for Valuation ¹ |
|------------------------------|------------------------|------------------------------------|---------------------------------|---|
| 1998 | | | | 34,837 |
| 1999 | | | | 32,895 |
| 2000 | | | | 30,876 |
| 2001 | | | | 28,726 |
| 2002 | | | | 23,103 |
| 2003 | | | | 23,042 |
| 2004 | | | | 21,839 |
| 2005 | | | | 21,503 |
| 2006 | \$ 1,218,792 | 434.5 | \$ 52.07 | 23,407 |
| 2007 | 1,158,356 | 415.0 | 52.07 | 22,246 |
| 2008 | 1,253,110 | 414.5 | 55.03 | 22,771 |
| 2009 | 1,242,128 | 420.5 | 53.45 | 23,239 |
| 2010 | 1,137,408 | 401.0 | 54.37 | 20,920 |
| 2011 | 1,074,590 | 371.5 | 57.09 | 18,823 |
| 2012 | 984,788 | 357.0 | 54.75 | 16,591 |
| 2013 | 897,400 | 342.5 | 47.86 | 17,381 |
| 2014 | 849,996 | 326.5 | 47.83 | 17,771 |
| 2015 | 751,889 | 307.0 | 50.54 | 14,877 |
| 2016 | 695,223 | 269.5 | 51.44 | 13,515 |
| 2017 | \$ 623,959 | 241.5 | \$ 58.09 | 10,741 |

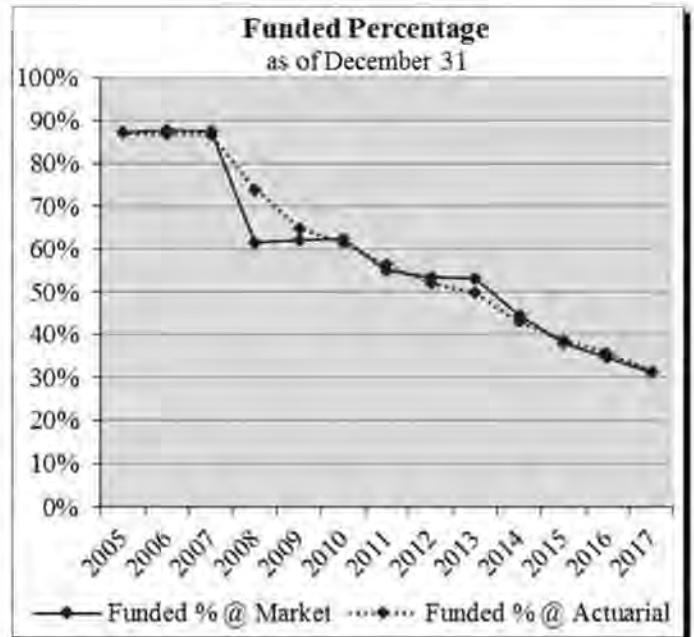
The employment assumption included in the valuation is 10,700 weeks per year. This assumption should be set at a level that represents a long-term average.



¹ Total weeks for valuation is derived by dividing actual contributions by last year's projected contribution rate, and will not necessarily match reported hours by the Fund Office. Total weeks for years prior to 2006 were provided by the Fund Office.

4.5.4 Funded Percentage

| Plan Year Ending 12/31 | Market Value of Assets | Present Value of Accrued Benefits | Funded Percentage |
|------------------------|------------------------|-----------------------------------|-------------------|
| 2006 | \$ 72,982,162 | \$ 83,186,259 | 87.7% |
| 2007 | 72,769,682 | 83,291,231 | 87.4% |
| 2008 | 51,623,594 | 83,835,230 | 61.6% |
| 2009 | 55,887,102 | 89,855,922 | 62.2% |
| 2010 | 55,849,723 | 89,539,020 | 62.4% |
| 2011 | 49,381,146 | 89,602,886 | 55.1% |
| 2012 | 47,653,040 | 89,247,736 | 53.4% |
| 2013 | 48,265,961 | 90,499,078 | 53.3% |
| 2014 | 43,756,734 | 98,417,552 | 44.5% |
| 2015 | 37,449,070 | 98,630,993 | 38.0% |
| 2016 | 33,449,112 | 96,649,442 | 34.6% |
| 2017 | \$ 29,895,931 | \$ 95,526,391 | 31.3% |



The Funded Percentage is a statistic commonly followed by Trustees. It provides an alternative measure of the Plan's current level of funding. The Funded Percentage compares the market value of assets to the value of benefits accrued as of the valuation date. Based on the market value of assets of \$29,895,931 and the total value of accumulated benefits of \$95,526,391 the Funded Percentage is 31.3% as of December 31, 2017.

The fact that the Funded Percentage is under 100% means that there are unfunded accumulated benefits when valuing the Plan on an ongoing basis. It does not necessarily imply that the Plan is underfunded on a long term basis because it makes no consideration of future contributions relative to future costs.

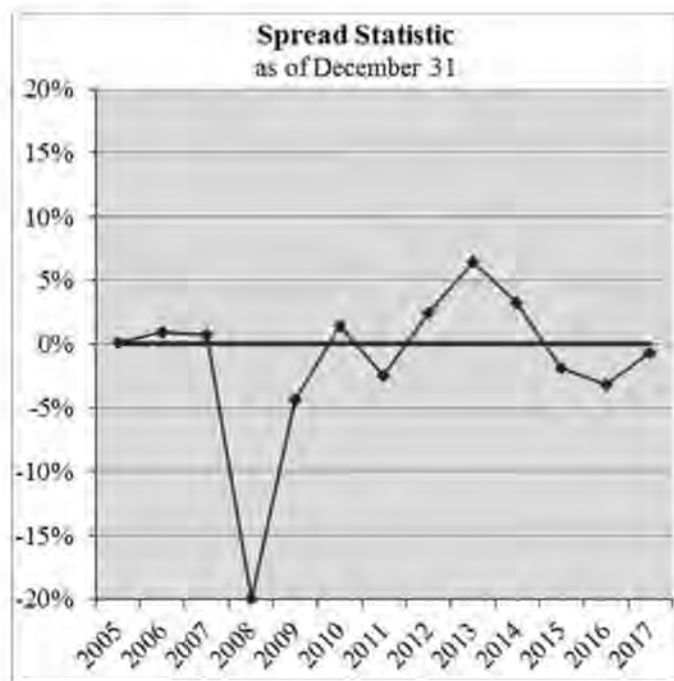
The Margin is the best single statistic to get a sense of how well funded the Plan is on a long term basis.

Moreover, the Funded Percentage is not a measure of funding on a Plan-termination basis. That would require a different interest assumption.

The Funded Percentage as per the Pension Protection Act uses the actuarial value of assets and is 31.5% as of December 31, 2017.

4.5.5 Actuarial Value of Assets Expressed as a % of Market Value

| Plan Year Ending 12/31 | Actuarial Value of Assets | Actuarial Value as a Percent of Market Value |
|------------------------|---------------------------|--|
| 2006 | \$ 72,278,531 | 99.0% |
| 2007 | 72,219,518 | 99.2% |
| 2008 | 61,948,312 | 120.0% |
| 2009 | 58,327,750 | 104.4% |
| 2010 | 55,037,238 | 98.5% |
| 2011 | 50,630,135 | 102.5% |
| 2012 | 46,483,397 | 97.5% |
| 2013 | 45,137,520 | 93.5% |
| 2014 | 42,343,127 | 96.8% |
| 2015 | 38,137,955 | 101.8% |
| 2016 | 34,506,817 | 103.2% |
| 2017 | \$ 30,087,404 | 100.6% |



The three primary measures that help an actuary assess how well funded a Plan is on a long-term basis are:

1. Margin,
2. Gain/loss analysis and an assessment of assumptions, and
3. Spread, defined as the difference between the market and actuarial value of assets expressed as a percentage of the market value of assets.

The Margin and assumptions were covered in earlier sections.

The third factor is the Spread statistic. When positive it represents a cushion to help offset potential future unfavorable investment experience. Conversely, when the actuarial value is greater than the market value the Spread turns negative. When this is the case future investment returns over and above the assumed return are necessary over time to restore the market value of assets equal to the actuarial value.

Currently the Spread is -0.6%.

4.6 Pension Protection Act-Rehabilitation Plan

The Plan is certified to be in the Deep Red Zone, (Critical and Declining Status) as of December 31, 2017 because it is under 65% funded, is projected to have a funding deficiency within the next four years, is projected to become insolvent in the current or next 19 years, and its ratio of inactive to active participants is in excess of 2 to 1.

The Trustees have implemented a Rehabilitation Plan (RP) as per the Pension Protection Act (PPA). The Rehabilitation Plan is as follows:

| Date Summary | |
|--------------------------------------|-----------------------|
| Initial Critical Zone Certification: | January 1, 2008 |
| Adoption Period: | 1/1/2008 – 12/31/2010 |
| Rehabilitation Period: | 1/1/2011 – 12/31/2020 |

Original Rehabilitation Plan

Benefit Changes

- a) Benefit accrued as of December 31, 2008: 25&Out Retirement provision is frozen. That is, participants who retire on and after 1/1/2009 with 25 or more years of Benefit Service (including Benefit Service earned after 1/1/2009) can commence receiving their benefit accrued as of 12/31/2008 without reduction.
- b) Benefits earned on and after January 1, 2009: In accordance with the 1% Benefit Schedule summarized later in this report (in the Plan Provision Summary, Section 6.2).
 - i) Normal Retirement Age shall be the later of age 65 and the 5th anniversary of the date of participation;
 - ii) Benefit Accruals with respect to a Plan participant for a Plan Year shall be based on the highest contribution rate during such Plan Year for which contributions were required to be made on behalf of such participant.
- c) A Plan participant's benefits shall equal to the sum of the benefits set forth in (a) and (b), above.

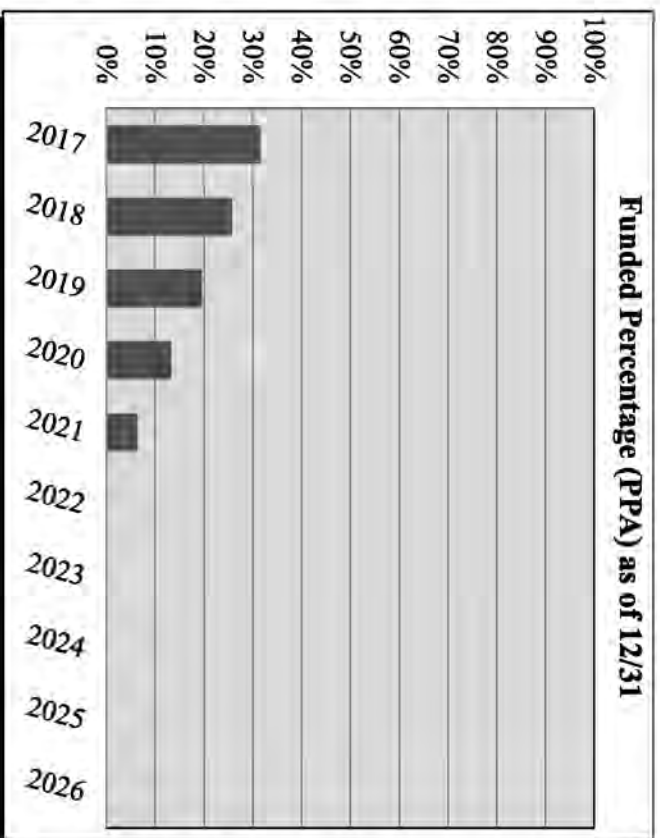
Contribution increases

In addition to the weekly contribution rate each employer will pay an additional "basic" contribution rate equal to an employer's estimated annual withdrawal liability payments, if the employer were to withdraw in 2009.

2010 Update to the Rehabilitation Plan

The contribution rate will be increased 10% to the employer's 2008 contribution rate.

The chart below projects the funded percentage into the future assuming that there are no gains or losses on demographic assumptions and that the market value of assets returns the assumed rate of 6.75%. The charts show the Plan going insolvent by December 31, 2022. Below the charts is an explanation of why the Plan is not expected to emerge from critical status.



Explanation of Why Plan is not Expected to Emerge from Critical and Declining Status

The severe economic downturn of 2008/2009 has created a tremendous funding burden related to the loss in asset value and reduction in employment (and future contributions). As a result, the plan sponsor determined that, based on reasonable actuarial assumptions and upon exhaustion of all reasonable measures, the plan cannot reasonably be expected to emerge from critical status by the end of the rehabilitation period.

After reviewing the options, the Trustees believed that the originally required contribution increases would cause employers to withdraw from the Plan leading to an acceleration of the insolvency date, financial assistance from the PBGC, and benefit cuts.

Based upon the above, the Trustees have selected the schedule of benefits described above as permitted by IRC §432(e)(3)(A)(ii), also known as a “safety valve” schedule, which is intended to forestall insolvency.

2016 Update to the Rehabilitation Plan

Since the Rehabilitation Plan is considered a “safety valve” plan as allowed by §432(e)(3)(A)(ii), and the Plan is forestalling insolvency, no Rehabilitation Plan update is required for the 2018 Plan Year.

5. ASC No. 960 Disclosures

5.1 Present Value of Accumulated Plan Benefits

As of 12/31/2017

| | |
|--|-------------------|
| A. Present Value of Vested Benefits: | |
| 1. Participants currently receiving payments | \$ 65,816,064 |
| 2. Other vested benefits | <u>29,688,347</u> |
| 3. Subtotal vested benefits | \$ 95,504,411 |
| B. Present Value of Non-Vested Benefits | <u>21,980</u> |
| C. Present Value of Accumulated Benefits (A+B) | \$ 95,526,391 |

The ASC No. 960 values were computed using the same assumptions as those used for determining funding requirements.

5.2 Reconciliation of Changes in Present Value of Accumulated Benefits

| | |
|--|------------------|
| A. Present Value of Accumulated Benefits at Prior Valuation Date | \$ 96,649,442 |
| B. Changes During the Year Due to: | |
| 1. Benefits accumulated and net gains | \$ (371,849) |
| 2. Benefits paid | (7,037,523) |
| 3. Assumption changes | 0 |
| 4. Method changes | 0 |
| 5. Plan amendments | 0 |
| 6. Passage of time | <u>6,286,321</u> |
| 7. Total change | \$ (1,123,051) |
| C. Present Value of Accumulated Benefits at Current Valuation Date | \$ 95,526,391 |

6. Government Reporting

6.1 Summary of Assumptions

| Mortality | <p>Actives: RP- 2014 Blue Collar Employee Sex Distinct Table using scale MP-2016 generational mortality improvement from the year 2015.</p> <p>Disabled: RP- 2014 Disabled Retiree Sex Distinct using scale MP-2016 generational mortality improvement from the year 2015.</p> <p>Retirees: RP- 2014 Blue Collar Annuitant Sex Distinct using scale MP-2016 generational mortality improvement from the year 2015.</p> | | | | | | | | | | | | | | | | |
|----------------------------------|---|------------|-------------|--------|------|-------|------|-------|------|----|------|-------|------|----|------|-------|------|
| Withdrawal Rates | <p>Table T-5</p> <p>Once retirement rates start, withdrawal rates stop.</p> | | | | | | | | | | | | | | | | |
| Retirement Age | <p>Inactive vested participants are assumed to retire at age 65.</p> <p>Actives rates, once reaching 25 years of Benefit Service or age 65:</p> <table border="0" style="margin-left: 40px;"> <thead> <tr> <th style="text-align: left;"><u>Age</u></th> <th style="text-align: left;"><u>Rate</u></th> </tr> </thead> <tbody> <tr> <td>45 -49</td> <td>.100</td> </tr> <tr> <td>50-54</td> <td>.075</td> </tr> <tr> <td>55-61</td> <td>.150</td> </tr> <tr> <td>62</td> <td>.300</td> </tr> <tr> <td>63-64</td> <td>.200</td> </tr> <tr> <td>65</td> <td>.500</td> </tr> <tr> <td>66-69</td> <td>.250</td> </tr> </tbody> </table> <p>When Benefit Service first reaches 25 years, add 25% to the rate if date of hire is prior to 2000.</p> | <u>Age</u> | <u>Rate</u> | 45 -49 | .100 | 50-54 | .075 | 55-61 | .150 | 62 | .300 | 63-64 | .200 | 65 | .500 | 66-69 | .250 |
| <u>Age</u> | <u>Rate</u> | | | | | | | | | | | | | | | | |
| 45 -49 | .100 | | | | | | | | | | | | | | | | |
| 50-54 | .075 | | | | | | | | | | | | | | | | |
| 55-61 | .150 | | | | | | | | | | | | | | | | |
| 62 | .300 | | | | | | | | | | | | | | | | |
| 63-64 | .200 | | | | | | | | | | | | | | | | |
| 65 | .500 | | | | | | | | | | | | | | | | |
| 66-69 | .250 | | | | | | | | | | | | | | | | |
| Future Employment | 10,700 annual weeks of service | | | | | | | | | | | | | | | | |
| Contribution Rate | \$58.67 per week | | | | | | | | | | | | | | | | |
| Definition of Active | Any participant completing 200 hours of service in covered employment in a calendar year | | | | | | | | | | | | | | | | |
| Percent Married | 80% | | | | | | | | | | | | | | | | |
| Net Investment Return | 6.75% | | | | | | | | | | | | | | | | |
| Administrative Expenses | \$500,000 | | | | | | | | | | | | | | | | |
| Actuarial Value of Assets | The market value of assets less unrecognized returns in each of the last five years. Unrecognized return is equal to the difference between the actual market return and the expected return on the market value, and is | | | | | | | | | | | | | | | | |

recognized over a five year period. The actuarial value is further adjusted, if necessary, to be within 20% of the market value.

Actuarial Cost Method Unit Credit

RPA '94 Current liability Assumptions Interest: 2.98%; Last year it was 3.05%.
Mortality: As per IRS Regulation §1.430(h)(3)-1

Assumption Changes

Employment Total weeks of Employment were reduced from 12,000 to 10,700.

Rationale for Assumptions

Demographic The demographic rates utilized are standard tables that approximate recent historical demographic experience, and adjusted to reflect anticipated future experience and professional judgment. A comparison of actual vs. expected decrements, and aggregate liability gain/loss analysis were used to validate the demographic assumptions.

Administrative Expense and Employment The Administrative Expense and Employment assumptions approximate recent historical experience, and adjusted to reflect anticipated future experience and professional judgment. When appropriate we include the expectations of Trustees and co-professionals for these assumptions.

Investment Return The investment return assumption is a long-term estimate that is based on historical experience, future market expectations, and professional judgment. We have utilized the investment manager's capital market expectations, and have compared those expectations with a broader market survey.

6.2 Summary of Plan Provisions

| | |
|------------------------|--|
| Plan Year | January 1 through December 31 |
| Coverage | Employees of a contributing employer covered by a CBA with Local 802 (successor to Local 138), including employees of the Local 138 Pension Plan, are eligible for membership in the Plan. Certain former employees of Local 138, including certain current employees of Local 802, are also eligible. |
| Credited Hours | A Participant will earn 50 credited hours in any calendar week for which a weekly contribution is required to be made to the Fund on his or her behalf. |
| Vesting Service | One year for each calendar year in which the participant earns at least 1,000 hours of credited hours. |
| Benefit Service | 1/12 th per month, with months defined as follows: |

| | |
|-----------------|--|
| | <u>Month Definition</u> |
| pre-1997: | Each calendar month with at least one week of work |
| 1998 and after: | 1/12 th per 200 hours of work |

Benefit Service is limited to one per year.

Vesting 100% vesting after 5 years of vesting service

Normal & Statutory Retirement

Eligibility Age 65 and 5 years of Participation or 5 years of vesting

Benefit Amount Prior to 1/1/2009 (Pre-Rehabilitation Plan Accrual)
 The monthly benefit payable is based on the Minimum Weekly Contribution Rate and is 4% of amount in the table below for each year of Benefit Service to a maximum of 25 years. Payable for life.

Column Key:

(1) Minimum Weekly Contribution Rate: rate of employer contributions for a minimum of 6 months out of the last 36

(2) Monthly Benefit (next page):

| (1) | (2) | (1) | (2) | (1) | (2) | (1) | (2) |
|-----|-------|------|-------|------|---------|------|---------|
| \$2 | \$110 | \$22 | \$480 | \$42 | \$945 | \$62 | \$1,325 |
| 4 | 150 | 24 | 510 | 44 | 985 | 64 | 1,355 |
| 6 | 200 | 26 | 560 | 46 | 1,035 | 66 | 1,390 |
| 8 | 240 | 28 | 620 | 48 | 1,080 | 68 | 1,490 |
| 10 | 290 | 30 | 670 | 50 | 1,125 | 70 | 1,600 |
| 12 | 315 | 32 | 720 | 52 | 1,160 | 72 | 1,655 |
| 14 | 340 | 34 | 760 | 54 | 1,190 | 74 | 1,695 |
| 16 | 370 | 36 | 805 | 56 | 1,225 | 76+ | \$1,735 |
| 18 | 400 | 38 | 845 | 58 | 1,255 | | |
| 20 | \$425 | 40 | \$895 | 60 | \$1,290 | | |

The 4% above is for participants who terminated employment after December 31, 1994. The 4% has been increased over time as follows:

| Termination Date | |
|------------------|------|
| 1985 – 1994 | 3.9% |
| 1979 – 1984 | 3.6% |
| Prior to 1979 | 3.3% |

For participants retiring with at least 2 years of Benefit Service after December 31, 1981, the monthly benefit set forth above is increased by 3% for each year of Benefit Service earned prior to 1/1/2009 in excess of 25 up to a maximum of 15 years.

For participants who retired or terminated employment without earning at least one month of Benefit Service after January 1, 1995, different benefit schedules apply.

On and After 1/1/2009 (Post-Rehabilitation Plan Accrual)

The monthly benefit payable for life is $A \times [B \times (52/12)] \times 1\%$ where:

- A. Is the highest contribution rate in the year
- B. Is the number of months of Benefit Service in the year

The following table shows the amount earned if 52 weeks are worked at the contribution rate.

Column Key:

- (1) Highest Employer contribution rate for the Plan Year
- (2) Monthly benefit for 12 months of benefit service earned during a Plan Year

| (1) | (2) | (1) | (2) | (1) | (2) |
|------|--------|------|---------|------|---------|
| \$10 | \$5.20 | \$32 | \$16.64 | \$56 | \$29.12 |
| 12 | 6.24 | 34 | 17.68 | 58 | 30.16 |
| 14 | 7.28 | 36 | 18.72 | 60 | 31.20 |
| 16 | 8.32 | 38 | 19.76 | 62 | 32.24 |
| 18 | 9.36 | 40 | 20.80 | 64 | 33.28 |
| 20 | 10.40 | 42 | 21.84 | 66 | 34.32 |
| 22 | 11.44 | 44 | 22.88 | 68 | 35.36 |
| 23 | 11.96 | 46 | 23.92 | 70 | 36.40 |
| 24 | 12.48 | 48 | 24.96 | 71 | 36.92 |
| 26 | 13.52 | 50 | 26.00 | 72 | 37.44 |
| 28 | 14.56 | 52 | 27.04 | 74 | 38.48 |
| 30 | 15.60 | 54 | 28.08 | 76+ | 39.52 |

Early Retirement

| | |
|-------------|---|
| Eligibility | Age 55 and 15 years of Benefit Service but less than 25 years of benefit Service |
| Amount | Normal Retirement benefit actuarially reduced to allow for its early commencement |

25 Year Retirement

| | |
|-------------|--|
| Eligibility | 25 years of Benefit Service |
| Amount | Normal Retirement benefit accrued prior to 1/1/2009 without reduction. |

Disability

| | |
|-------------|---|
| Eligibility | Receiving disability benefits under the Social Security Act |
| Amount | Normal Retirement benefit actuarially reduced except that if payment commences prior to the participant's attainment of age 55, the amount otherwise payable at age 55 will be further reduced actuarially based on the UP-84 mortality table and 6% interest |

Normal & Optional Forms

The Normal Form of benefit for an unmarried participant is a life annuity. For a married participant it is a qualified joint and 50% survivor annuity actuarially equivalent to the life annuity.

Optional forms include:

- Qualified Joint and 50% Survivor annuity
- Qualified Joint and 75% Survivor annuity

Spouse's Benefits

| | |
|-------------------|--|
| Before Retirement | The minimum death benefit required by the Retirement Equity Act is payable upon the death of an active vested or terminated vested participant prior to commencement of benefits. |
| After Retirement | The normal form of retirement benefit is a straight life annuity for unmarried retirees and an actuarially equivalent qualified joint and 50% survivor annuity for married retirees. Prior to commencement of benefits, death benefits are provided in accordance with section a. above. |

Suspension of Benefits

A member's benefit is suspended while working over the hour threshold while in Disqualifying Employment.

| | |
|-----------------|---|
| Hours Threshold | ➤ Under Normal Retirement Age: 40 hours ➤ Over Normal Retirement Age: 40 hours |
|-----------------|---|

Disqualifying Employment

Any employment meeting the following criteria:

- The same industry covered by the plan at the effective date of the Employee's pension;
- The same professional trade or craft in which the effected Employee worked at any time that was classed as Benefit Service for him.

Recalculation of
Benefit

- Upon second retirement, a member's benefit will be recalculated based on all years of Benefit Service, both before and after the period of retirement and on the benefit schedule and rate of Employer contribution upon which his earlier retirement benefit was based.
- If the participant earned three or more years of Benefit Service after his or her return to employment, the recalculation shall also reflect the benefit schedule in effect at the time of his or her later retirement and the rate of Employer contribution during the last 36 full months of contributions received by the Fund on his or her behalf prior to his or her later retirement.

If such recalculation is required, the resultant benefit shall be reduced to reflect the actuarial value of any payments made to the pensioner prior to his or her attainment of age 65 unless such payments were made to him or her as a pensioner under the Twenty-Five Year Retirement.

6.3 Contribution Rates

| <u>Employer</u> | <u>Actives as of 12/31/2017</u> | <u>% of Active</u> | <u>Projected Average Contribution Rate for 2018</u> |
|---------------------------|---|------------------------|---|
| Krasdale (total) | 148 | 61.9% | \$ 61.60 |
| Academy Chair | 7 | 2.9% | 41.80 |
| Grocery Haulers (GHI) | 6 | 2.5% | 72.00 |
| Inter County Bakers | 38 | 15.9% | 37.40 |
| L&J Trucking | 6 | 2.5% | 30.80 |
| L138 Pen Trust Fund (PTF) | 1 | 0.4% | 83.60 |
| Quaker Sugar | 6 | 2.5% | 25.30 |
| SLB Transportation | 27 | 11.3% | \$ 86.60 |
| Total | 239 | 100.0% | \$ 58.67 |

6.4 Funding Standard Account and Minimum Required Contributions

Rules for determining minimum required and maximum deductible contributions are set forth in IRC Sections 431 and 404, respectively. Since deductibility may be affected by factors not considered here, the deductibility and timing of contributions should be reviewed with tax counsel.

| | <u>Actual</u> | <u>Projected</u> |
|---|------------------|------------------|
| For Plan Year ending December 31: | <u>2017</u> | <u>2018</u> |
| Charges to the FSA: | | |
| a. Funding Deficiency | \$ 28,957,170 | \$ 37,259,149 |
| a. Normal cost | 770,327 | 756,691 |
| b. Amortization charges | 7,844,003 | 7,727,298 |
| c. Interest on a, b, and c | <u>2,536,076</u> | <u>3,087,662</u> |
| d. Total charges | \$ 40,107,576 | \$ 48,830,800 |
| Credits to FSA: | | |
| e. Credit Balance at beginning of year | \$ 0 | \$ 0 |
| f. Employer contributions | 667,422 | 671,189 |
| g. Amortization credits | 2,023,981 | 2,128,533 |
| h. Interest on above | <u>157,024</u> | <u>164,196</u> |
| i. Total credits | \$ 2,848,427 | \$ 2,963,918 |
| Credit Balance at end of Year | \$ (37,259,149) | \$ (45,866,882) |
| Minimum Required Contribution (d - (e + g) x (1.0675)) | \$ 37,946,976 | \$ 46,558,591 |
| Minimum Without Regard to the Credit Balance (d - g x (1.0675)) | \$ 37,946,976 | \$ 46,558,591 |

A Plan's Credit Balance represents a cumulative measure of all prior contributions (since the initial ERISA effective date) against all prior minimum requirements. If cumulative contributions exceed cumulative minimums, then the Funding Standard Account will maintain a Credit Balance which can be used to offset any current year minimum requirements. As of December 31, 2017, the Plan has a negative Credit Balance (Funding Deficiency) of \$(37,259,149). The minimum requirement for the year ending December 31, 2018 is \$46,683,170 after recognition of the Funding Deficiency.

6.5 Maximum Deductible Contribution

| | |
|---|-------------------|
| A. Traditional Maximum Deductible | \$ 9,483,680 |
| B. Projected Unfunded RPA Current Liability | 168,800,102 |
| C. Minimum Required Contribution | <u>46,558,591</u> |
| D. Greater of A, B and C | \$ 168,800,102 |

The maximum allowable deduction for the fiscal year ending December 31, 2018 is \$168,800,102. To be deductible for a given fiscal year, a contribution should be made by the time the tax return for that fiscal year is filed with the IRS (including extensions). Specific advice on the deductibility of contributions and timing should be reviewed with your tax counsel.

6.6 Current Liability at Beginning of Plan Year

Current liability is the present value of accrued benefits under the Plan using actuarial assumptions as prescribed by the Retirement Protection Act of 1994 (RPA '94). The liability is determined using the same assumptions used to determine the Plan's funding requirements, except for the interest rate and mortality table. These values are used for specific, prescribed purposes.

RPA '94 Current Liability:

A. Assumptions:

- | | |
|--------------------|--------------------------------------|
| 1. Interest rate | 2.98% |
| 2. Mortality table | As per IRS Regulation §1.430(h)(3)-1 |

B. RPA '94 Current Liability

| | <u>Total Benefits</u> |
|--|-----------------------|
| 1. Retirees and beneficiaries receiving payments | \$ 87,459,363 |
| 2. Inactive vested participants | 28,334,817 |
| 3. Actives | |
| a. Non-Vested Benefits | 68,269 |
| b. Vested Benefits | <u>24,000,491</u> |
| c. Total Active | <u>24,068,760</u> |
| 4. Total | \$ 139,862,940 |

| | |
|-----------------------------------|------------|
| C. Expected Increase in Liability | \$ 580,636 |
|-----------------------------------|------------|

| | |
|---|--------------|
| D. Expected Benefits To Be Paid During the Year | \$ 7,178,273 |
|---|--------------|

6.7 Amortization Schedule for Minimum Required Contribution

Amortization Charges as of January 1, 2018

| Date Established: January 1 | Base Type | Outstanding Balance | Years Remaining | Amortization Amount |
|-----------------------------------|------------------------------|------------------------|--------------------|------------------------|
| 1989 | Combined Bases | \$ 1,085,345 | 0.9 | \$ 1,085,345 |
| 1989 | Plan Amendment | 1,023,751 | 6 | 199,648 |
| 1990 | Plan Amendment | 1,132,550 | 6 | 220,865 |
| 1991 | Plan Amendment | 1,547,792 | 6 | 301,844 |
| 1992 | Plan Amendment | 534,749 | 6 | 104,284 |
| 1993 | Plan Amendment | 286,569 | 6 | 55,885 |
| 1995 | Plan Amendment | 91,828 | 7 | 15,823 |
| 1996 | Plan Amendment | 358,171 | 8 | 55,646 |
| 1997 | Assumption Change | 1,434,065 | 9 | 204,004 |
| 1998 | Plan Amendment | 1,179,858 | 10 | 155,550 |
| 1999 | Plan Amendment | 1,040,044 | 11 | 128,314 |
| 2000 | Plan Amendment | 1,917,435 | 12 | 223,141 |
| 2001 | Assumption Change | 1,700,637 | 13 | 187,924 |
| 2001 | Plan Amendment | 957,432 | 13 | 105,798 |
| 2003 | Plan Amendment | 644,403 | 15 | 65,235 |
| 2003 | Experience Loss | 1,645,970 | 5 | 373,539 |
| 2004 | Experience Loss | 2,225,630 | 6 | 434,033 |
| 2005 | Experience Loss | 1,402,535 | 6 | 273,516 |
| 2006 | Experience Loss | 1,040,366 | 6 | 202,888 |
| 2007 | Experience Loss | 301,864 | 6 | 58,868 |
| 2009 | Experience Loss (Asset Only) | 5,044,548 | 6 | 983,766 |
| 2009 | Experience Loss (Non asset) | 418,868 | 6 | 81,686 |
| 2010 | Assumption Change | 3,764,874 | 7 | 648,719 |
| 2010 | Experience Loss | 1,041,821 | 7 | 179,514 |
| 2011 | Experience Loss | 522,010 | 8 | 81,101 |
| 2012 | Experience Loss | 1,336,126 | 9 | 190,072 |
| 2012 | Assumption Change | 200,438 | 9 | 28,513 |
| 2013 | Experience Loss | 1,079,675 | 10 | 142,342 |
| 2015 | Assumption Change | 7,276,606 | 12 | 846,811 |
| 2016 | Assumption Change | <u>\$ 838,207</u> | 13 | <u>\$ 92,624</u> |
| Total Charges | | \$ 43,074,167 | | \$ 7,727,298 |

Amortization Credits as of January 1, 2018

| Date Established: <u>January 1</u> | <u>Base Type</u> | <u>Outstanding Balance</u> | <u>Years Remaining</u> | <u>Amortization Amount</u> |
|---------------------------------------|-------------------|----------------------------|------------------------|----------------------------|
| 1996 | Assumption Change | \$ (2,176,649) | 8 | \$ (338,168) |
| 1998 | Assumption Change | (792,244) | 10 | (104,448) |
| 2000 | Assumption Change | (1,533,150) | 12 | (178,420) |
| 2004 | Assumption Change | (3,708,466) | 16 | (361,678) |
| 2007 | Assumption Change | (1,448,481) | 19 | (128,832) |
| 2008 | Experience Gain | (202,499) | 5 | (45,955) |
| 2009 | Method Change | (480,144) | 1 | (480,144) |
| 2014 | Experience Gain | (345,474) | 11 | (42,622) |
| 2015 | Experience Gain | (635,816) | 12 | (73,993) |
| 2016 | Experience Gain | (372,533) | 13 | (41,166) |
| 2017 | Experience Gain | (1,075,758) | 14 | (113,508) |
| 2017 | Assumption Change | (1,090,353) | 14 | (115,048) |
| 2018 | Experience Gain | \$ (1,032,762) | 15 | \$ (104,551) |
| Total Credits | | \$ (14,894,329) | | \$ (2,128,533) |
| Net Charges/(Credits) | | \$ 28,179,838 | | \$ 5,598,765 |

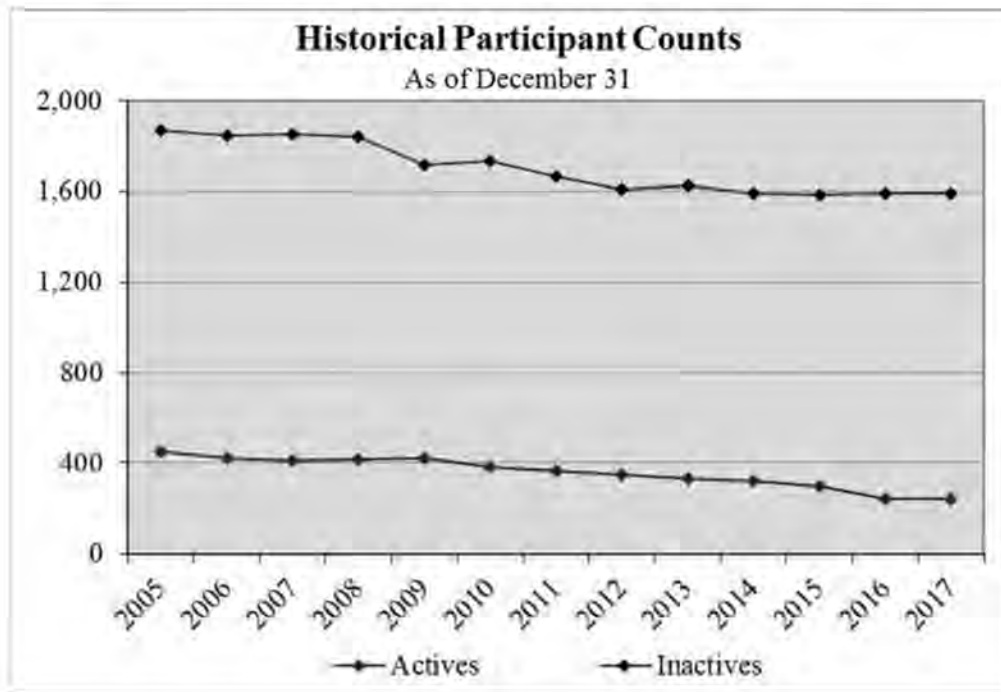
6.8 Equation of Balance

| | |
|---|---------------------|
| A. Net Outstanding Balance of Bases | \$ 28,179,838 |
| B. Credit Balance | <u>(37,259,149)</u> |
| C. Unfunded Actuarial Accrued Liability (A-B) | \$ 65,438,987 |

7. Data Summary

7.1 Historical Participation

| As of 12/31 | Active | Separated Vested | Retired | Total Inactive | Total | Ratio of Inactive to Active |
|----------------|--------|---------------------|---------|-------------------|-------|-----------------------------------|
| 2005 | 449 | 743 | 1,128 | 1,871 | 2,320 | 4.17 |
| 2006 | 420 | 748 | 1,099 | 1,847 | 2,267 | 4.40 |
| 2007 | 410 | 744 | 1,107 | 1,851 | 2,261 | 4.51 |
| 2008 | 419 | 724 | 1,117 | 1,841 | 2,260 | 4.39 |
| 2009 | 422 | 608 | 1,110 | 1,718 | 2,140 | 4.07 |
| 2010 | 380 | 634 | 1,099 | 1,733 | 2,113 | 4.56 |
| 2011 | 363 | 565 | 1,101 | 1,666 | 2,029 | 4.59 |
| 2012 | 351 | 535 | 1,076 | 1,611 | 1,962 | 4.59 |
| 2013 | 334 | 542 | 1,086 | 1,628 | 1,962 | 4.87 |
| 2014 | 319 | 536 | 1,058 | 1,594 | 1,913 | 5.00 |
| 2015 | 295 | 528 | 1,057 | 1,585 | 1,880 | 5.37 |
| 2016 | 244 | 535 | 1,057 | 1,592 | 1,836 | 6.52 |
| 2017 | 239 | 518 | 1,072 | 1,590 | 1,829 | 6.65 |



7.2 Flow of Lives

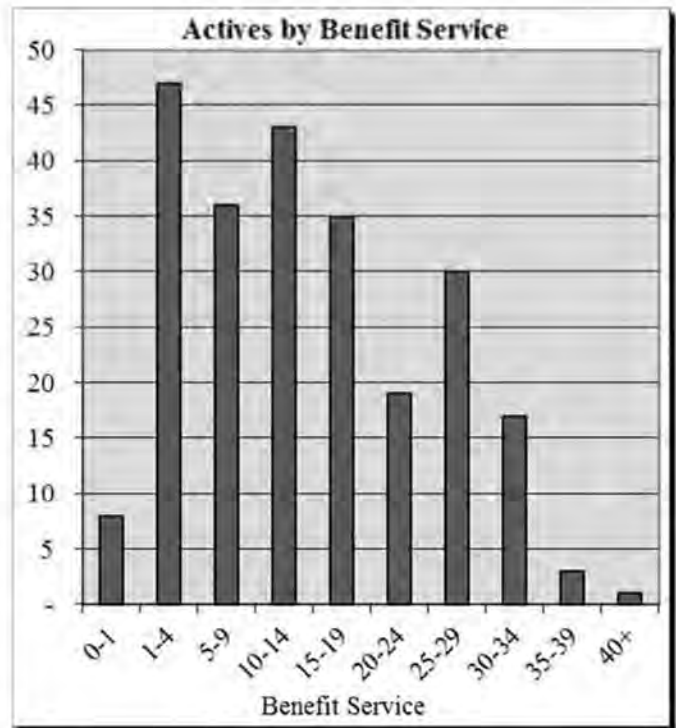
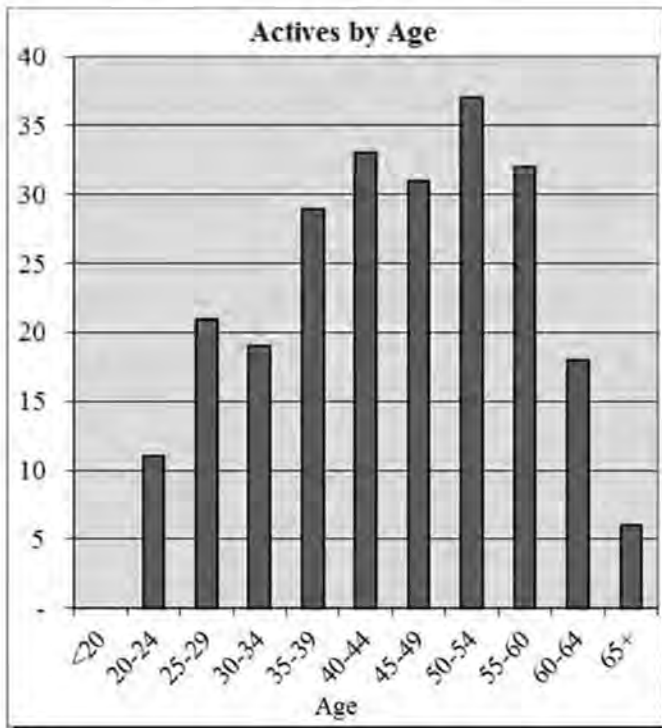
| | Actives | Inactive Vested | Disabled | Retired & Beneficiaries | Total |
|---------------------------|---------|--------------------|----------|----------------------------|-------|
| Beginning of year..... | 244 | 535 | 48 | 1,009 | 1,836 |
| To inactive vested..... | (9) | 9 | - | - | - |
| To inactive non-vested... | (8) | - | - | - | (8) |
| To retired..... | (17) | (19) | - | 36 | - |
| To disabled..... | - | (7) | 7 | - | - |
| New Alternate Payees... | - | - | - | 2 | 2 |
| New Pro Rata Retirees.. | - | - | - | - | - |
| Deaths..... | (1) | (2) | (1) | (46) | (50) |
| New Beneficiaries..... | - | (1) | - | 17 | 16 |
| Returned to work..... | - | - | - | - | - |
| New entrants..... | 30 | - | - | - | 30 |
| Data Corrections..... | - | 3 | - | - | 3 |
| End of year..... | 239 | 518 | 54 | 1,018 | 1,829 |

7.3 Actives by Age and Benefit Service

Years of Benefit Service

| Age | 0-1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40+ | Total |
|--------------|----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|----------|----------|------------|
| <20 | - | - | - | - | - | - | - | - | - | - | - |
| 20-24 | 3 | 8 | - | - | - | - | - | - | - | - | 11 |
| 25-29 | 2 | 16 | 3 | - | - | - | - | - | - | - | 21 |
| 30-34 | 1 | 5 | 9 | 4 | - | - | - | - | - | - | 19 |
| 35-39 | 1 | 6 | 5 | 12 | 5 | - | - | - | - | - | 29 |
| 40-44 | - | 1 | 9 | 9 | 10 | 4 | - | - | - | - | 33 |
| 45-49 | 1 | 1 | 4 | 7 | 7 | 3 | 7 | 1 | - | - | 31 |
| 50-54 | - | 3 | 5 | 4 | 4 | 4 | 11 | 5 | 1 | - | 37 |
| 55-60 | - | 5 | - | 2 | 7 | 5 | 6 | 7 | - | - | 32 |
| 60-64 | - | - | 1 | 4 | 1 | 3 | 5 | 4 | - | - | 18 |
| 65+ | - | - | - | 1 | 1 | - | 1 | - | 2 | 1 | 6 |
| Unknown | - | 2 | - | - | - | - | - | - | - | - | 2 |
| Total | 8 | 47 | 36 | 43 | 35 | 19 | 30 | 17 | 3 | 1 | 239 |

The average age of the actives is 45.3, and the average amount of Benefit Service is 14.5 years.



7.4 New Pensioners

| Class | Number | Range of Monthly Pension | | | |
|------------------|-----------|--------------------------|---------------|---------------|-----------------|
| | | Average Age | Minimum | Average | Maximum |
| Early | 14 | 55.0 | \$ 457 | \$ 1,499 | \$ 2,577 |
| Normal | 21 | 66.3 | 111 | 610 | 2,647 |
| Sub Total | 35 | 61.8 | \$ 111 | \$ 965 | \$ 2,647 |
| Disability | 7 | 56.1 | \$ 91 | \$ 340 | \$ 661 |
| Survivor | 17 | 73.1 | 40 | 318 | 990 |
| Alternate Payee | 3 | 62.9 | 91 | 142 | 182 |
| Sub Total | 27 | 67.5 | \$ 40 | \$ 304 | \$ 990 |
| Total | 62 | 64.3 | \$ 40 | \$ 677 | \$ 2,647 |

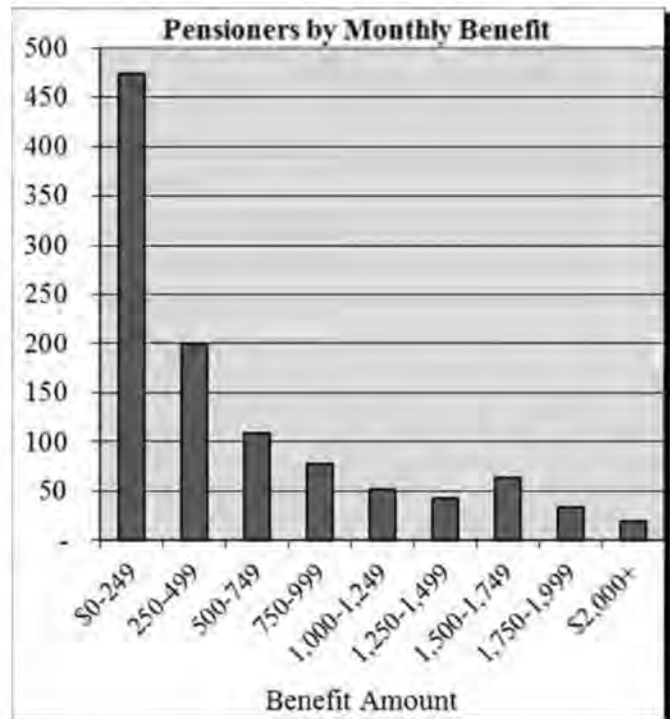
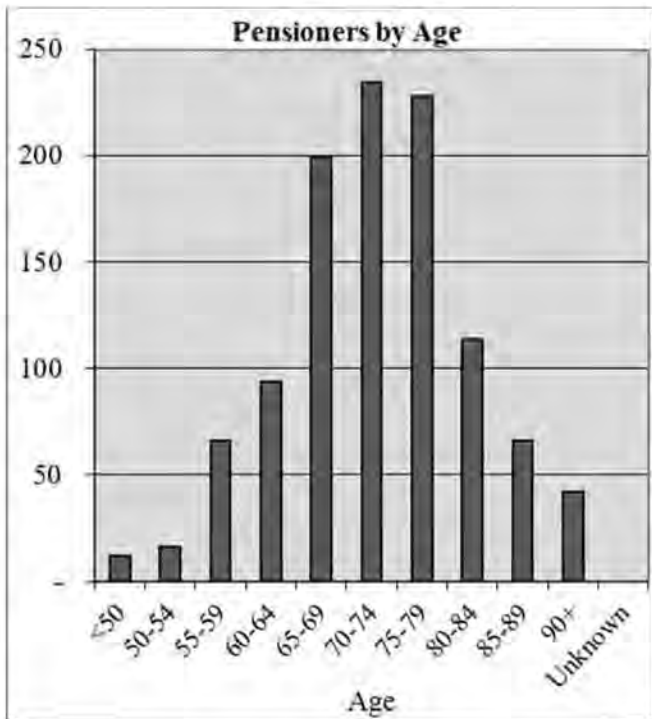
7.5 All Pensioners

| Class | Number | Range of Monthly Pension | | | |
|------------------|--------------|--------------------------|--------------|---------------|-----------------|
| | | Average Age | Minimum | Average | Maximum |
| Early | 494 | 72.3 | \$ 20 | \$ 794 | \$ 2,577 |
| Normal | 261 | 75.3 | 47 | 465 | 2,647 |
| Sub Total | 755 | 73.4 | \$ 20 | \$ 680 | \$ 2,647 |
| Disability | 54 | 63.7 | \$ 47 | \$ 211 | \$ 844 |
| Survivor | 242 | 75.0 | 26 | 243 | 1,045 |
| Alternate Payee | 21 | 63.5 | 38 | 470 | 1,267 |
| Sub Total | 317 | 72.3 | \$ 26 | \$ 253 | \$ 1,267 |
| Total | 1,072 | 73.0 | \$ 20 | \$ 554 | \$ 2,647 |

7.6 Distribution of Monthly Pensions

Monthly Pension Amount

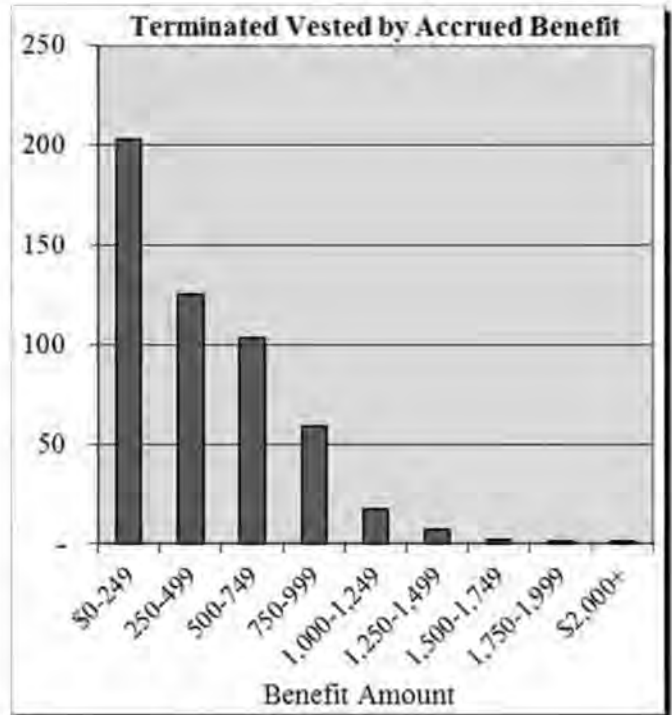
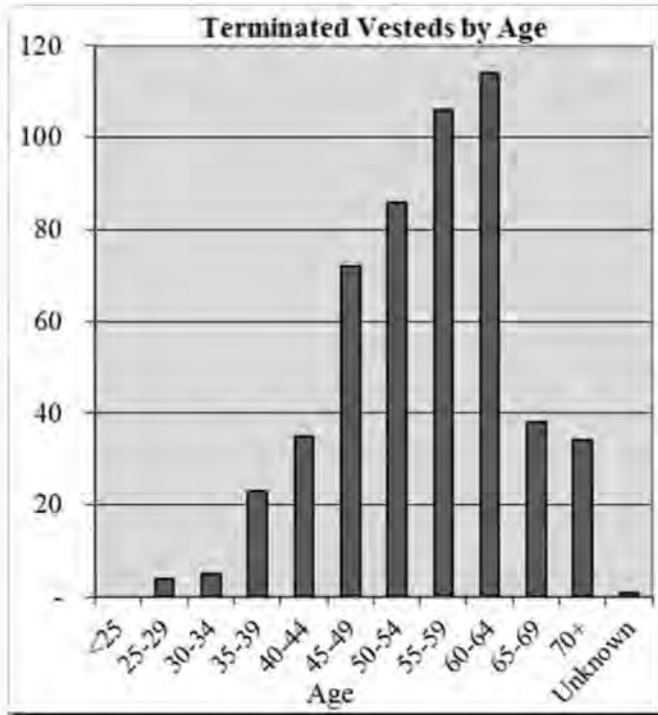
| Age | \$0-249 | 250-499 | 500-749 | 750-999 | 1,000-1,249 | 1,250-1,499 | 1,500-1,749 | 1,750-1,999 | \$2,000+ | Total |
|--------------|------------|------------|------------|-----------|-------------|-------------|-------------|-------------|-----------|--------------|
| <50 | 4 | 2 | 2 | - | 2 | 2 | - | - | - | 12 |
| 50-54 | 5 | 2 | - | - | - | 6 | 3 | - | - | 16 |
| 55-59 | 23 | 9 | 4 | 7 | 1 | 3 | 15 | 1 | 3 | 66 |
| 60-64 | 31 | 21 | 8 | 4 | 1 | 6 | 16 | 5 | 2 | 94 |
| 65-69 | 77 | 44 | 27 | 15 | 2 | 8 | 12 | 11 | 3 | 199 |
| 70-74 | 110 | 40 | 26 | 17 | 16 | 8 | 7 | 6 | 5 | 235 |
| 75-79 | 109 | 39 | 15 | 20 | 18 | 5 | 8 | 10 | 4 | 228 |
| 80-84 | 60 | 18 | 15 | 5 | 6 | 5 | 3 | - | 2 | 114 |
| 85-89 | 30 | 21 | 8 | 4 | 3 | - | - | - | - | 66 |
| 90+ | 25 | 4 | 4 | 6 | 3 | - | - | - | - | 42 |
| Unknown | - | - | - | - | - | - | - | - | - | - |
| Total | 474 | 200 | 109 | 78 | 52 | 43 | 64 | 33 | 19 | 1,072 |



7.7 Distribution of Terminated Vested Participants

| Age | \$0-249 | 250-499 | 500-749 | 750-999 | 1,000-1,249 | 1,250-1,499 | 1,500-1,749 | 1,750-1,999 | \$2,000+ | Total |
|--------------|------------|------------|------------|-----------|-------------|-------------|-------------|-------------|----------|------------|
| <25 | - | - | - | - | - | - | - | - | - | - |
| 25-29 | 3 | 1 | - | - | - | - | - | - | - | 4 |
| 30-34 | 4 | 1 | - | - | - | - | - | - | - | 5 |
| 35-39 | 20 | 2 | 1 | - | - | - | - | - | - | 23 |
| 40-44 | 16 | 9 | 5 | 4 | - | 1 | - | - | - | 35 |
| 45-49 | 33 | 16 | 12 | 9 | 2 | - | - | - | - | 72 |
| 50-54 | 17 | 18 | 28 | 14 | 7 | 1 | 1 | - | - | 86 |
| 55-59 | 31 | 22 | 25 | 18 | 5 | 3 | 1 | 1 | - | 106 |
| 60-64 | 32 | 40 | 27 | 10 | 3 | 2 | - | - | - | 114 |
| 65-69 | 19 | 12 | 5 | 2 | - | - | - | - | - | 38 |
| 70+ | 28 | 3 | - | 2 | - | - | - | - | 1 | 34 |
| Unknown | - | 1 | - | - | - | - | - | - | - | 1 |
| Total | 203 | 125 | 103 | 59 | 17 | 7 | 2 | 1 | 1 | 518 |

The average age of the terminated vested participants is 56.1, and the average accrued benefit of \$427.



**Zone Certification
as of January 1, 2018
for
Teamsters Local 138 Pension Trust Fund
EIN: 11-6170655 / PN: 001**

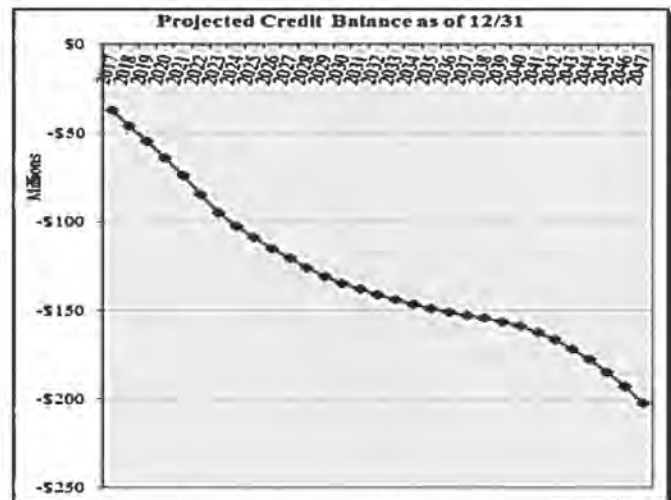
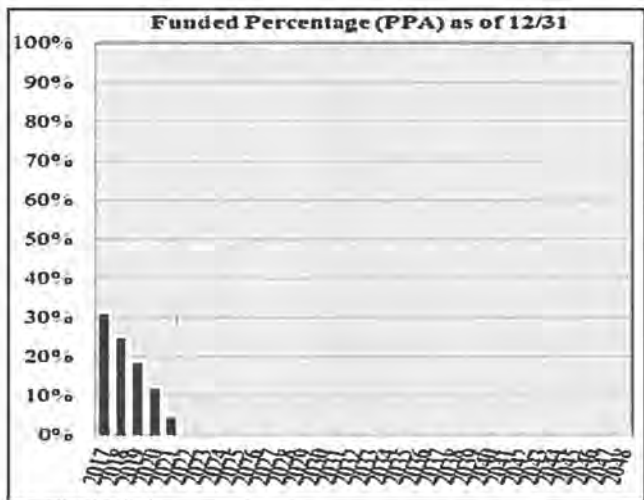
| | |
|--|-------------------------|
| Initial Critical Zone Certification: | January 1, 2008 |
| Adoption Period: | 03/30/2008 – 12/31/2010 |
| Rehabilitation Period: | 01/01/2011 – 12/31/2020 |
| Initial Critical and Declining Zone Certification: | January 1, 2015 |

Based on the following actuarial measures, the Plan is classified as "Critical and Declining Status" (a Red Zone category) as per the Multiemployer Pension Reform Act of 2014 (MEPRA).

- The Plan meets the criteria for Critical Status, and
- The Plan is projected to become insolvent in the current or next 19 years and
- The Plan's ratio of inactive to active participants is in excess of 2 to 1.

After considering and rejecting as unfeasible various scenarios intended to meet the benchmarks of the Pension Protection Act, the Trustees selected a Rehabilitation Plan intended to comply with the provisions of IRC §432(e)(3)(A)(ii). The Plan has taken reasonable measures to improve its funding status.

Based upon the provisions of IRC §432(e)(3)(A)(ii), the Plan is making required progress in its Rehabilitation Plan.



This certification was prepared on behalf of the Teamsters Local 138 Pension Trust Fund based on employee data, asset statements and plan documents provided by the Plan Sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

Therefore, to the best of our knowledge and belief, the information presented in this certification is complete and accurate, and each assumption used represents our best estimate of anticipated experience under the Plan.

The assumptions used are those used in the December 31, 2016 actuarial valuation including a 6.75% interest rate assumption.

Certified by:



Craig A. Voelker, FSA, MAAA, EA
Enrolled Actuary No.: 17-05537
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

March 30, 2018

On Behalf of Plan Sponsor:

Board of Trustees
Teamsters Local 138 Pension Trust Fund
2151 Marion Place
North Baldwin, NY 11510
Phone (516) 377-7700

cc: Secretary of the Treasury- EPCU@irs.gov

**Zone Certification
as of January 1, 2018**

for

**Teamsters Local 138 Pension Trust Fund
EIN: 11-6170655/PN: 001**

The Pension Protection Act of 2006 (“PPA”) added special rules that define funding zones. A plan is first tested for the worst funding zone, and then successively better zones.

| | Condition Met? |
|--|-------------------------------------|
| I. Critical & Declining Status: | TRUE |
| 1. Does the Plan meet the Critical Status criteria below? | TRUE |
| 2. Is the Plan projected to go insolvent in the current or next 14 years? | TRUE |
| 3. Is the Plan projected to go insolvent in the current or next 19 years, and have a funding percentage below 80% or have a ratio of active to inactive in excess of 2 to 1? | TRUE |
| II. Critical Status—The Plan will be certified as Critical if it meets any one of the five following tests: | TRUE |
| 1. The Plan has a funded ratio of less than 65%, and the value of Plan assets plus projected contributions is less than the value of projected Plan benefits and expenses to be paid for the current and six succeeding plan years. | TRUE |
| 2. The Plan has a funded ratio of less than 65%, and is projected to have an accumulated funding deficiency for the current year or in any of the four succeeding plan years. | TRUE |
| 3. The Plan is projected to have an accumulated funding deficiency for the current plan year or in any of the three succeeding plan years. | TRUE |
| 4. Normal cost plus interest on the unfunded liabilities exceeds contributions, the present value of the vested benefits of inactive employees exceeds the present value of vested benefits of active employees, and the Plan is projected to have an accumulated funded deficiency for the current plan year or in any of the four succeeding plan years. | FALSE |
| 5. The Value of Plan assets plus projected contributions is less than the value of projected benefits and expenses to be paid for the current and four succeeding plan years. | TRUE |
| III. Seriously Endangered Status— Meets both Endangered criterion | TRUE |
| IV. Endangered Status— Meets either criteria | TRUE |
| 1. The ratio of assets to liabilities is less than 80% on the first day of the plan year. | TRUE |
| 2. The Plan is projected to have an accumulated funding deficiency for the current plan year or in any of the six succeeding plan years. | TRUE |
| As per the criteria above the Plan is certified as:..... | Critical & Declining |

Cashflows

| PY Beginning (t) | 1/1/2018 | 1/1/2019 | 1/1/2020 | 1/1/2021 | 1/1/2022 |
|-------------------------------|----------------|----------------|----------------|----------------|----------------|
| PY Ending (t+1) | 12/31/2018 | 12/31/2019 | 12/31/2020 | 12/31/2021 | 12/31/2022 |
| Assumed ROR | 6.75% | 6.75% | 6.75% | 6.75% | 6.75% |
| Beginning Value (t) | \$ 28,661,842 | \$ 23,405,557 | \$ 17,645,680 | \$ 11,345,243 | \$ 4,464,723 |
| Contributions | \$ 697,080 | \$ 697,080 | \$ 697,080 | \$ 697,080 | \$ 697,080 |
| Withdrawal Liability Payments | 43,462 | 43,462 | 43,462 | 43,462 | 43,462 |
| Total Contributions | \$ 740,542 | \$ 740,542 | \$ 740,542 | \$ 740,542 | \$ 740,542 |
| Total Investment Income | \$ 1,699,903 | \$ 1,340,246 | \$ 946,499 | \$ 516,166 | \$ 51,249 |
| Benefits Paid | | | | | |
| Actives | \$ (379,472) | \$ (586,234) | \$ (787,823) | \$ (1,055,769) | \$ (1,065,195) |
| Terminated Vesteds | (364,062) | (484,518) | (618,043) | (692,806) | (801,746) |
| Disabled Retirees | (101,909) | (98,934) | (95,963) | (92,995) | (90,030) |
| Retirees | (5,737,267) | (5,578,898) | (5,415,597) | (5,247,660) | (5,075,371) |
| Beneficiaries | (614,020) | (592,081) | (570,052) | (547,998) | (525,974) |
| Total Benefits Paid | \$ (7,196,730) | \$ (7,340,665) | \$ (7,487,478) | \$ (7,637,228) | \$ (7,558,316) |
| Expenses | \$ (500,000) | \$ (510,000) | \$ (520,200) | \$ (530,604) | \$ (541,216) |
| Ending Value (t+1) | \$ 23,405,557 | \$ 17,635,680 | \$ 11,325,043 | \$ 4,434,119 | \$ (2,843,018) |



O'Sullivan
Associates Inc.

Local 138 Pension Trust Fund

Actuarial Valuation Report
12/31/2018

1236 Brace Road, Unit E
Cherry Hill, NJ 08034
(856) 795-7777

December 2019

TABLE OF CONTENTS


| | | |
|-----------|--|-----------|
| 1. | CERTIFICATION OF RESULTS | 1 |
| 2. | VALUATION SUMMARY | 3 |
| 3. | SUMMARY OF KEY FUNDING MEASURES | 4 |
| 4. | PLAN COST | 5 |
| 4.1 | Annual Plan Cost and Margin | 5 |
| 4.2 | Margin Detail | 6 |
| 4.4 | Development of Plan Asset Values | 7 |
| 4.4.1 | Market Value of Assets | 7 |
| 4.4.2 | Value of Assets | 7 |
| 4.4.3 | Actuarial Asset Gain/(Loss) | 8 |
| 4.4.4 | Total Gain/(Loss) | 9 |
| 4.5 | Historical Information | 10 |
| 4.5.1 | Gain/(Loss) | 10 |
| 4.5.2 | Asset Information | 11 |
| 4.5.3 | Employment | 12 |
| 4.5.4 | Funded Percentage | 13 |
| 4.5.5 | Actuarial Value of Assets Expressed as a % of Market Value | 14 |
| 4.6 | Pension Protection Act-Rehabilitation Plan | 15 |
| 5. | ASC NO. 960 DISCLOSURES | 17 |
| 5.1 | Present Value of Accumulated Plan Benefits | 17 |
| 5.2 | Reconciliation of Changes in Present Value of Accumulated Benefits | 17 |
| 6. | GOVERNMENT REPORTING | 18 |
| 6.1 | Summary of Assumptions | 18 |
| 6.2 | Summary of Plan Provisions | 20 |
| 6.3 | Contribution Rates | 24 |
| 6.4 | Funding Standard Account and Minimum Required Contributions | 25 |
| 6.5 | Maximum Deductible Contribution | 25 |
| 6.6 | Current Liability at Beginning of Plan Year | 26 |
| 6.7 | Amortization Schedule for Minimum Required Contribution | 27 |
| 6.8 | Equation of Balance | 28 |
| 7. | DATA SUMMARY | 29 |
| 7.1 | Historical Participation | 29 |
| 7.2 | Flow of Lives | 30 |
| 7.3 | Actives by Age and Benefit Service | 31 |
| 7.4 | New Pensioners | 32 |
| 7.5 | All Pensioners | 32 |
| 7.6 | Distribution of Monthly Pensions | 33 |
| 7.7 | Distribution of Terminated Vested Participants | 34 |

1. Certification of Results

This report was prepared on behalf of the Teamsters Local 138 Pension Trust Fund (EIN: 11-6170655, PN: 001) based on employee data, asset statements and plan documents provided by the Plan Sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

Therefore, to the best of our knowledge and belief, the information presented in this report is complete and accurate, and in our opinion, each assumption used represents our best estimate of anticipated experience under the Plan.

Certified by:



Craig A. Voelker, FSA, EA, MAAA
Enrolled Actuary No.: 17-05537



Vincent Regalbuto ASA, EA, MAAA
Enrolled Actuary No.: 17-8116

**** *This Page Has Been Intentionally Left Blank* ****

2. Valuation Summary

1. Long-Term Funding

Projected annual contributions of \$618,271 (\$61.83 per week) fall short of the total annual cost of benefits of \$9.67 million (\$966.78 per week). This leaves a negative margin of \$9.05 million (\$904.95 per week). Therefore, the Plan is underfunded and is projected to become insolvent by the Plan Year ending December 31, 2022.

2. Margin

The margin has decreased by \$249.06 per week from negative \$655.89 to negative \$904.95. The margin is detailed in section 4 of this report.

3. Pension Protection Act

The Pension Protection Act (PPA) requires multiemployer plans to disclose the percent level of funding using the actuarial value of assets. As of December 31, 2018 this percentage is 20.2%.

The Plan is under 65% funded, has a funding deficiency, and is projected to become insolvent within the next 14 years. Therefore, the Plan is certified to be in "Critical and Declining Status" (Deep Red Zone).

The Trustees have adopted a Rehabilitation Plan which is fully detailed in section 4.6 of this report. Each year the Rehabilitation Plan needs to be monitored and updated if it is not providing the anticipated funding progress. The Rehabilitation Plan adopted by the Trustees is considered a "safety valve" plan as allowed by §432(e)(3)(A)(ii). This section provides that the Trustees consider all reasonable measures to exit the Red Zone by the end of the Rehabilitation Period, and if the Plan cannot exit the Red Zone in that time frame to consider all reasonable measures to exit at a later time or to forestall insolvency. The Rehabilitation Plan is detailed in section 4.6 of this report.

4. Changes in Assumptions

The Mortality Improvement Scale was updated from MP-2016 to MP-2018 in accordance with new industry standards.

The net investment return assumption was lowered from 6.75% to 4.00% to better reflect expected plan experience.

We have changed the annual weeks assumption from 10,700 to 10,000. We will continue to monitor The Plan's experience and recommend assumption changes as necessary.

3. Summary of Key Funding Measures

| | As of December 31 | |
|--|---|-----------------|
| | 2018 | 2017 |
| 1. Current | | |
| <u>Assets</u> | | |
| a at Market | \$ 23,869,564 | \$ 29,895,931 |
| b at Actuarial | \$ 25,007,097 | \$ 30,087,404 |
| c Actuarial / Market (b/a) | 104.8% | 100.6% |
| <u>Present Values</u> | | |
| d Vested Benefits | \$ 123,907,061 | \$ 95,504,411 |
| e Accrued Benefits (Accrued Liability) | \$ 123,948,132 | \$ 95,526,391 |
| <u>Funding Percentages</u> | | |
| f Vested at market (a/d) | 19.3% | 31.3% |
| g Vested at actuarial (b/d) | 20.2% | 31.5% |
| h Accrued at market (a/e) | 19.3% | 31.3% |
| i Accrued at actuarial (b/e) | 20.2% | 31.5% |
| | <u>For Plan Year Ending December 31</u> | |
| 2. Prospective | 2019 | 2018 |
| <u>Contributions</u> | | |
| a Minimum Required | \$ 55,377,679 | \$ 46,558,591 |
| b Anticipated | \$ 618,271 | \$ 627,727 |
| c Actual | tbd | \$ 517,961 |
| d Maximum Deductible | \$ 175,001,473 | \$ 168,800,102 |
| e Credit Balance | \$ (54,703,900) | \$ (45,040,331) |
| f Minimum to preserve Credit Balance | \$ 10,152,536 | \$ 9,023,568 |
| <u>Costs</u> | | |
| g Cost of benefits earned in year | \$ 927,965 | \$ 783,803 |
| h Amortization of Unfunded Liability | 8,739,790 | 6,862,010 |
| i Total Cost (g+h) | \$ 9,667,755 | \$ 7,645,813 |
| j Margin (b-i) | \$ (9,049,484) | \$ (7,018,086) |
| 3. Assumptions | | |
| a Interest rate per annum | 4.00% | 6.75% |
| b Weeks in aggregate per year | 10,000 | 10,700 |

4. Plan Cost

4.1 Annual Plan Cost and Margin

There are two component costs to funding a pension plan: the cost of benefits earned in the year and the amortization of the unfunded liability. The sum of the two costs expressed in dollars per week of covered work provides a useful way of expressing the Plan's actuarial cost.

In the context above, margin is the amount, in contributions per week, by which the anticipated contributions differ from the Plan's projected actuarial cost.

The costs below are calculated consistent with a funding policy of paying off the unfunded liability over 15 years assuming asset return of 4.00% annually. The margin, found on Line C below, is negative and indicates that the Plan needs an additional \$904.95 per week to pay for all future benefits.

There are many actuarial measures and statistics to measure the state of the Plan's funding. The margin is designed to provide a single simplified statistic for a trustee to get a sense for the level of funding. As long as the margin is positive it is a strong indication that the current benefits are affordable on a long term basis. If negative it is an indication that the overall funding may need to be improved before benefits are affordable.

| | <u>Per Year</u> | <u>Per Week</u> | <u>As a % of Contributions</u> |
|--|------------------|-----------------|--------------------------------|
| A. Anticipated annual contribution* | \$ 618,271 | \$ 61.83 | 100.0% |
| B. Actuarial Costs | | | |
| 1. Cost of benefits earned in the year | \$ 927,965 | \$ 92.80 | 150.1% |
| 2. Amortization of unfunded liability | <u>8,739,790</u> | <u>873.98</u> | <u>1413.5%</u> |
| 3. Total annual costs (1+2) | \$ 9,667,755 | \$ 966.78 | 1563.6% |
| C. Margin (A-B3) | \$ (9,049,484) | \$ (904.95) | -1463.6% |

* Assumes contributions and costs are paid at the end of the month.

4.2 Margin Detail

| | | | |
|--|-------------------|-----------------------|-----------------------------|
| A. As of 12/31/2018 | | | |
| 1. Actuarial liability | \$ 123,948,132 | | |
| 2. Actuarial value of assets | <u>25,007,097</u> | | |
| 3. Unfunded actuarial liability (1-2) | \$ 98,941,035 | | |
| 4. Normal cost | 408,515 | | |
| 5. Expenses | <u>500,000</u> | | |
| 6. Total cost of benefits (4+5) | \$ 908,515 | | |
| 7. Amortization of unfunded liability | \$ 8,556,604 | | |
| B. Anticipated Contribution Income* | | | |
| 1. Projected Employment Units | 10,000 | | As a % of |
| 2. Projected contribution rate | <u>\$ 61.83</u> | <u>\$/Week</u> | <u>Contributions</u> |
| 3. Anticipated annual contribution (1x2) | \$ 618,271 | \$ 61.83 | 100.0% |
| C. Actuarial Costs* | | | |
| 1. Cost of benefits earned in the year | \$ 927,965 | \$ 92.80 | 150.1% |
| 2. Amortization of unfunded liability | <u>8,739,790</u> | <u>873.98</u> | <u>1413.5%</u> |
| 3. Total annual costs (1+2) | \$ 9,667,755 | \$966.78 | 1563.6% |
| D. Margin (B3-C3) | \$(9,049,484) | \$(904.95) | -1463.6% |
| E. Market value of assets | \$ 23,869,564 | | |
| F. Spread Statistic | -4.8% | | |
| G. Margin using assets at market | \$ (9,149,966) | \$(914.99) | -1479.9% |

* Assumes contributions and costs are paid at the end of the month.

4.4 Development of Plan Asset Values

4.4.1 Market Value of Assets

| | <u>Total Fund</u> |
|---|-------------------|
| A. Assets at 12/31/2017 | \$ 29,895,931 |
| B. Employer contributions | \$ 517,961 |
| C. Employer Withdrawal Liability Payments | \$ 955,259 |
| D. Investment income: | |
| 1. Interest and dividends | \$ 508,294 |
| 2. Realized/unrealized gain/(loss) | (366,403) |
| 3. Investment fees | <u>(77,694)</u> |
| 4. Total investment income | \$ 64,197 |
| E. Distributions: | |
| 1. Benefit payments | \$ (7,124,813) |
| 2. Administrative expenses | <u>(438,971)</u> |
| 3. Total distributions | \$ (7,563,784) |
| F. Market value at 12/31/2018 | \$ 23,869,564 |
| G. Average invested assets $(A + .5 \times ((B+C)+E3))$ | \$ 26,823,919 |
| H. Rate of return, $D4 \div G$ | 0.24% |

4.4.2 Value of Assets

| | |
|-------------------------------|---------------|
| A. Market value at 12/31/2018 | \$ 23,869,564 |
|-------------------------------|---------------|

Development of amount deferred

| Year Ending December 31 | Unexpected Amount | Percentage Deferred | Deferred Amount |
|----------------------------|----------------------|------------------------|--------------------|
| 1. 2015 | \$ (2,437,690) | 20% | \$ (487,538) |
| 2. 2016 | 450 | 40% | 180 |
| 3. 2017 | 1,244,935 | 60% | 746,961 |
| 4. 2018 | (1,746,418) | 80% | <u>(1,397,136)</u> |

| | |
|--|----------------|
| B. Total deferred amount | \$ (1,137,533) |
| C. Preliminary actuarial value of assets (A-B) | 25,007,097 |
| D. 80% of market value | 19,095,651 |
| E. 120% of market value | 28,643,477 |
| F. Actuarial value at 12/31/2018 (C not less than D or greater than E) | \$ 25,007,097 |

4.4.3 Actuarial Asset Gain/(Loss)

| A. Actuarial assets at 12/31/2017 | \$ 30,087,404 | | | | | | | | | | | | | | | | | | | | | | | | |
|---|--|----------------------------|----------------------|--------------------------|----------------------|------|----------------|-----|--------------|------|-------------|-----|-----------|------|-----|-----|----|------|-----------|-----|---------|------|----------------|-----|--------------|
| B. Investment income: | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. Expected income (net of investment expenses) | \$ 1,810,615 | | | | | | | | | | | | | | | | | | | | | | | | |
| | <u>Development of amount recognized</u> | | | | | | | | | | | | | | | | | | | | | | | | |
| | <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Year Ending December 31</th> <th style="text-align: center;">Unexpected Amount</th> <th style="text-align: center;">Percentage Recognized</th> <th style="text-align: center;">Recognized Amount</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">2014</td> <td style="text-align: right;">\$ (1,063,074)</td> <td style="text-align: center;">20%</td> <td style="text-align: right;">\$ (212,615)</td> </tr> <tr> <td style="text-align: center;">2015</td> <td style="text-align: right;">(2,437,690)</td> <td style="text-align: center;">20%</td> <td style="text-align: right;">(487,538)</td> </tr> <tr> <td style="text-align: center;">2016</td> <td style="text-align: right;">450</td> <td style="text-align: center;">20%</td> <td style="text-align: right;">90</td> </tr> <tr> <td style="text-align: center;">2017</td> <td style="text-align: right;">1,244,935</td> <td style="text-align: center;">20%</td> <td style="text-align: right;">248,987</td> </tr> <tr> <td style="text-align: center;">2018</td> <td style="text-align: right;">\$ (1,746,418)</td> <td style="text-align: center;">20%</td> <td style="text-align: right;">\$ (349,282)</td> </tr> </tbody> </table> | Year Ending December 31 | Unexpected Amount | Percentage Recognized | Recognized Amount | 2014 | \$ (1,063,074) | 20% | \$ (212,615) | 2015 | (2,437,690) | 20% | (487,538) | 2016 | 450 | 20% | 90 | 2017 | 1,244,935 | 20% | 248,987 | 2018 | \$ (1,746,418) | 20% | \$ (349,282) |
| Year Ending December 31 | Unexpected Amount | Percentage Recognized | Recognized Amount | | | | | | | | | | | | | | | | | | | | | | |
| 2014 | \$ (1,063,074) | 20% | \$ (212,615) | | | | | | | | | | | | | | | | | | | | | | |
| 2015 | (2,437,690) | 20% | (487,538) | | | | | | | | | | | | | | | | | | | | | | |
| 2016 | 450 | 20% | 90 | | | | | | | | | | | | | | | | | | | | | | |
| 2017 | 1,244,935 | 20% | 248,987 | | | | | | | | | | | | | | | | | | | | | | |
| 2018 | \$ (1,746,418) | 20% | \$ (349,282) | | | | | | | | | | | | | | | | | | | | | | |
| 2. Total recognized amount | \$ (800,358) | | | | | | | | | | | | | | | | | | | | | | | | |
| 3. Forced recognition (due to +/-20% corridor) | \$ 0 | | | | | | | | | | | | | | | | | | | | | | | | |
| 4. Total investment income (1+2+3) | \$ 1,010,257 | | | | | | | | | | | | | | | | | | | | | | | | |
| C. Employer contributions | \$ 517,961 | | | | | | | | | | | | | | | | | | | | | | | | |
| D. Employer Withdrawal Liability Payments | \$ 955,259 | | | | | | | | | | | | | | | | | | | | | | | | |
| E. Distributions: | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1. Benefit payments | \$ (7,124,813) | | | | | | | | | | | | | | | | | | | | | | | | |
| 2. Administrative expenses | (438,971) | | | | | | | | | | | | | | | | | | | | | | | | |
| 3. Total distributions | \$ (7,563,784) | | | | | | | | | | | | | | | | | | | | | | | | |
| F. Actuarial value at 12/31/2018 | \$ 25,007,097 | | | | | | | | | | | | | | | | | | | | | | | | |
| G. Average invested assets (A+.5 x ((C+D)+E3)) | \$ 27,042,122 | | | | | | | | | | | | | | | | | | | | | | | | |
| H. Rate of return (B4÷G) | 3.74% | | | | | | | | | | | | | | | | | | | | | | | | |
| I. Assumed rate of return | 6.75% | | | | | | | | | | | | | | | | | | | | | | | | |
| J. Expected income (I x G) | \$ 1,825,343 | | | | | | | | | | | | | | | | | | | | | | | | |
| K. Asset gain/(loss) (B4-J) | \$ (815,086) | | | | | | | | | | | | | | | | | | | | | | | | |

4.4.4 Total Gain/(Loss)

| | |
|--|-------------------|
| A. Unfunded accrued liability (UAL) at 12/31/2017 | \$ 65,438,987 |
| B. Annual cost of benefits and expenses at 12/31/2017 | 756,691 |
| C. Less contributions | (1,473,220) |
| D. Interest on A, B, and C | <u>4,423,168</u> |
| E. Expected unfunded accrued liability at 12/31/2018 (A+B+C+D) | \$ 69,145,626 |
| F. Preliminary UAL before changes at 12/31/2018 | <u>68,998,669</u> |
| G. Total gain/(loss), (E-F) | \$ 146,957 |
| H. Change due to: | |
| 1. Assumption change | \$ 29,942,366 |
| 2. Plan amendments | 0 |
| 3. Method change | 0 |
| I. Subtotal changes | \$ 29,942,366 |
| J. Actual unfunded accrued liability at 12/31/2018 (F+I) | \$ 98,941,035 |
| K. Gain/(loss) due to: | |
| 1. Asset experience | \$ (815,086) |
| 2. Expenses | 78,944 |
| 3. Demographic experience | <u>883,099</u> |
| 4. Total gain/(loss) | \$ 146,957 |

4.5 Historical Information

4.5.1 Gain/(Loss)

| Plan Year Ending 12/31 | Assets | Operational Expense | Demographic Assumptions | Total Gain/(Loss) |
|------------------------------|--------------|------------------------|----------------------------|----------------------|
| 2006 | \$ (742,903) | \$ (4,260) | \$ 122,455 | \$ (624,708) |
| 2007 | 728,986 | (130,616) | (146,599) | 451,771 |
| 2008 | (9,694,709) | (125,125) | (679,865) | (10,499,699) |
| 2009 | (2,029,811) | (14,270) | 270,822 | (1,773,259) |
| 2010 | (936,224) | 104,079 | 15,633 | (816,512) |
| 2011 | (1,411,753) | (52,111) | (419,845) | (1,883,709) |
| 2012 | (1,305,170) | 226,546 | (327,443) | (1,406,067) |
| 2013 | 2,269,047 | 276,786 | (2,124,806) | 421,027 |
| 2014 | 862,930 | 106,392 | (238,413) | 730,909 |
| 2015 | (239,779) | 84,136 | 562,283 | 406,640 |
| 2016 | 322,767 | 116,893 | 681,584 | 1,121,244 |
| 2017 | 307,306 | 62,450 | 663,006 | 1,032,762 |
| 2018 | (815,086) | 78,944 | 883,099 | 146,957 |
| Average | \$ (975,723) | \$ 56,142 | \$ (56,776) | \$ (976,357) |

Gain/loss analysis is one of the most important tools available to an actuary to ensure that their model of the Plan's funding is accurate. The exhibit above shows the total gain/(loss) broken down into three components: assets, operational expenses, and demographic assumptions.

The gain on assets is very unpredictable due to the unpredictable returns on the market value of assets. Moreover, the gain/(loss) on assets is greatly influenced by the smoothing method. The pattern of asset gains is discussed later in this report.

After itemizing the gain/(loss) on assets and expenses, what remains is the gain/loss on all the other demographic assumptions including retirement, turnover, disability, and mortality rates. Over time, to remain confident in the future funding, it is important that the gains and losses on the demographic assumptions average a relatively small number.

For the last thirteen years, the Plan has experienced both gains and losses on demographic assumptions. However, there was a larger than expected loss during 2013 which was mostly the result of twenty-one (21) separated vested participant "pickups" who were determined to be vested because of service earned during 1998.

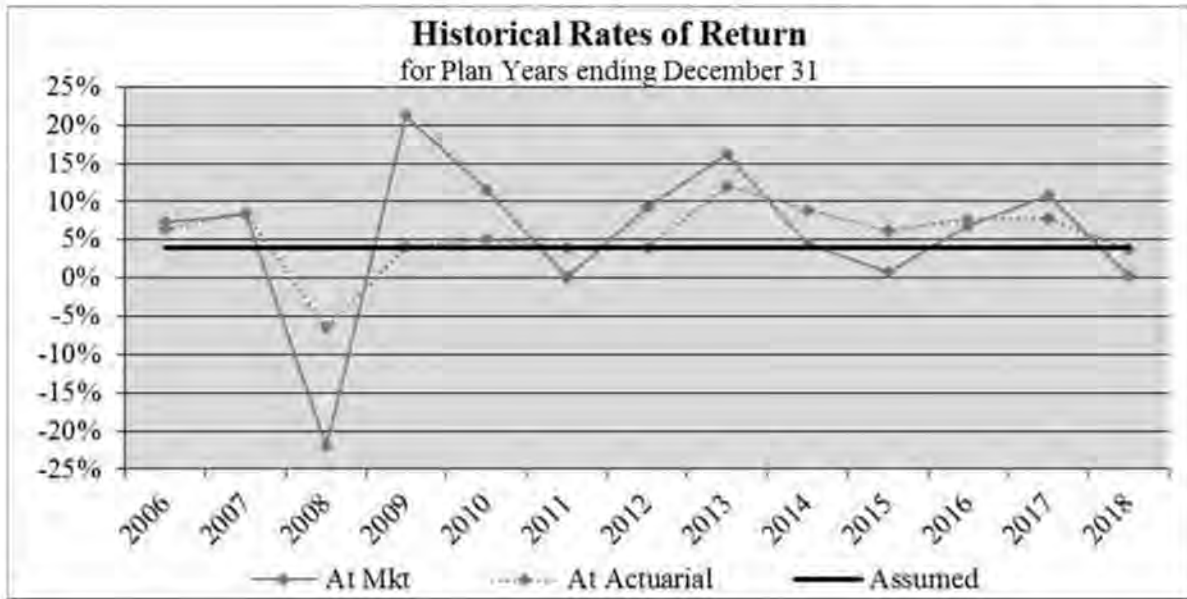
4.5.2 Asset Information

For Plan Years Ending December 31

Rates of Return

| | <u>Contributions*</u> | <u>Withdrawal Liability Payments</u> | <u>Benefits</u> | <u>Expenses</u> | <u>Market Investment Income</u> | <u>Market Value of Assets</u> | <u>At Market</u> | <u>At Actuarial</u> |
|--------|-----------------------|--|-----------------|-----------------|---|-----------------------------------|----------------------|-------------------------|
| 2006 | \$1,218,792 | | \$ (6,544,748) | \$ (583,821) | \$ 5,158,144 | \$ 72,982,162 | 7.3% | 6.4% |
| 2007 | 1,158,356 | | (6,492,348) | (650,479) | 5,771,991 | 72,769,682 | 8.2% | 8.6% |
| 2008 | 1,253,110 | \$ 316,420 | (6,498,143) | (847,735) | (15,369,740) | 51,623,594 | -22.0% | -6.5% |
| 2009 | 1,242,128 | 11,950 | (6,591,027) | (674,496) | 10,274,953 | 55,887,102 | 21.1% | 4.1% |
| 2010 | 1,137,408 | 14,939 | (6,637,470) | (615,824) | 6,063,568 | 55,849,723 | 11.5% | 5.1% |
| 2011 | 1,074,590 | 5,976 | (6,805,811) | (772,014) | 28,682 | 49,381,146 | 0.1% | 4.0% |
| 2012 | 984,788 | 311,951 | (6,858,136) | (493,357) | 4,326,648 | 47,653,040 | 9.3% | 4.0% |
| 2013 | 897,400 | 3,679 | (6,990,057) | (443,117) | 7,145,016 | 48,265,961 | 16.1% | 12.0% |
| 2014 | 849,996 | 0 | (6,871,909) | (463,316) | 1,976,002 | 43,756,734 | 4.4% | 8.8% |
| 2015 | 751,889 | 38,917 | (6,906,012) | (485,572) | 254,197 | 37,449,070 | 0.7% | 6.1% |
| 2016 | 695,223 | 359,780 | (6,917,273) | (452,813) | 2,315,125 | 33,449,112 | 6.8% | 7.7% |
| 2017 | 623,959 | 43,463 | (7,037,523) | (455,465) | 3,272,385 | 29,895,931 | 10.9% | 7.7% |
| 2018 | 517,961 | 955,259 | (7,124,813) | (438,971) | 64,197 | \$ 23,869,564 | 0.2% | 3.7% |
| Totals | \$ 12,263,616 | \$ 2,062,334 | \$ (88,275,270) | \$ (7,376,980) | \$ 31,320,085 | | | |

13-year geometric average 5.2% 5.4%

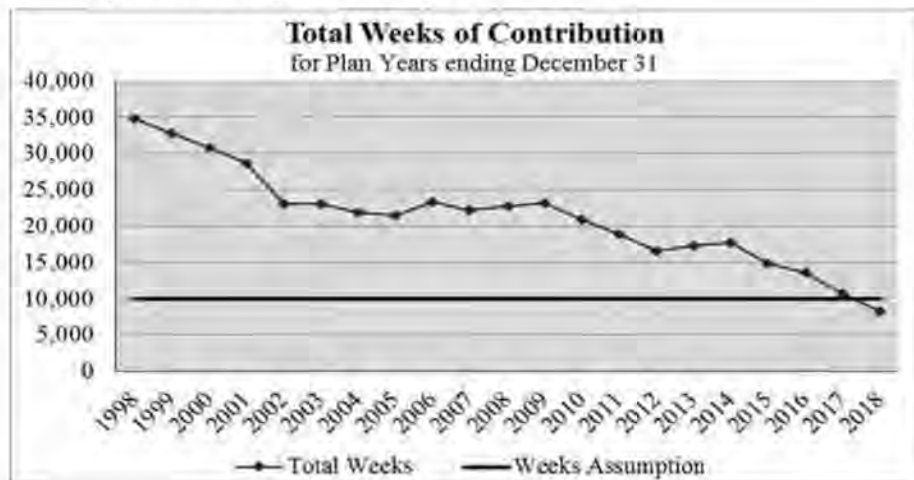


* Includes employer surcharges.

4.5.3 Employment

| Plan Year Ending 12/31 | Contribution Income | Average Number of Actives | Average Contribution Rate | Employment Weeks for Valuation ¹ |
|------------------------------|------------------------|------------------------------------|---------------------------------|---|
| 1998 | | | | 34,837 |
| 1999 | | | | 32,895 |
| 2000 | | | | 30,876 |
| 2001 | | | | 28,726 |
| 2002 | | | | 23,103 |
| 2003 | | | | 23,042 |
| 2004 | | | | 21,839 |
| 2005 | | | | 21,503 |
| 2006 | \$ 1,218,792 | 434.5 | \$ 52.07 | 23,407 |
| 2007 | 1,158,356 | 415.0 | 52.07 | 22,246 |
| 2008 | 1,253,110 | 414.5 | 55.03 | 22,771 |
| 2009 | 1,242,128 | 420.5 | 53.45 | 23,239 |
| 2010 | 1,137,408 | 401.0 | 54.37 | 20,920 |
| 2011 | 1,074,590 | 371.5 | 57.09 | 18,823 |
| 2012 | 984,788 | 357.0 | 54.75 | 16,591 |
| 2013 | 897,400 | 342.5 | 47.86 | 17,381 |
| 2014 | 849,996 | 326.5 | 47.83 | 17,771 |
| 2015 | 751,889 | 307.0 | 50.54 | 14,877 |
| 2016 | 695,223 | 269.5 | 51.44 | 13,515 |
| 2017 | 623,959 | 241.5 | 58.09 | 10,741 |
| 2018 | 517,961 | 219.5 | \$ 58.67 | 8,829 |

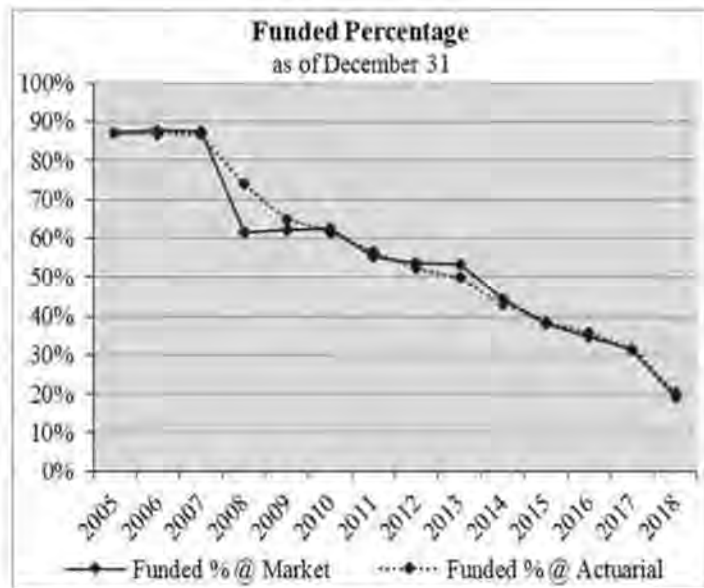
The employment assumption included in the valuation is 10,000 weeks per year. This assumption should be set at a level that represents a long-term average.



¹ Total weeks for valuation is derived by dividing actual contributions by last year's projected contribution rate, and will not necessarily match reported hours by the Fund Office. Total weeks for years prior to 2006 were provided by the Fund Office.

4.5.4 Funded Percentage

| As of 12/31 | Market Value of Assets | Present Value of Accrued Benefits | Funded Percentage |
|----------------|------------------------------|--|----------------------|
| 2006 | \$ 72,982,162 | \$ 83,186,259 | 87.7% |
| 2007 | 72,769,682 | 83,291,231 | 87.4% |
| 2008 | 51,623,594 | 83,835,230 | 61.6% |
| 2009 | 55,887,102 | 89,855,922 | 62.2% |
| 2010 | 55,849,723 | 89,539,020 | 62.4% |
| 2011 | 49,381,146 | 89,602,886 | 55.1% |
| 2012 | 47,653,040 | 89,247,736 | 53.4% |
| 2013 | 48,265,961 | 90,499,078 | 53.3% |
| 2014 | 43,756,734 | 98,417,552 | 44.5% |
| 2015 | 37,449,070 | 98,630,993 | 38.0% |
| 2016 | 33,449,112 | 96,649,442 | 34.6% |
| 2017 | 29,895,931 | 95,526,391 | 31.3% |
| 2018 | \$ 23,869,564 | \$ 123,948,132 | 19.3% |



The Funded Percentage is a statistic commonly followed by Trustees. It provides an alternative measure of the Plan's current level of funding. The Funded Percentage compares the market value of assets to the value of benefits accrued as of the valuation date. Based on the market value of assets of \$23,869,564 and the total value of accumulated benefits of \$123,948,132 the Funded Percentage is 19.3% as of December 31, 2018.

The fact that the Funded Percentage is under 100% means that there are unfunded accumulated benefits when valuing the Plan on an ongoing basis. It does not necessarily imply that the Plan is underfunded on a long term basis because it makes no consideration of future contributions relative to future costs.

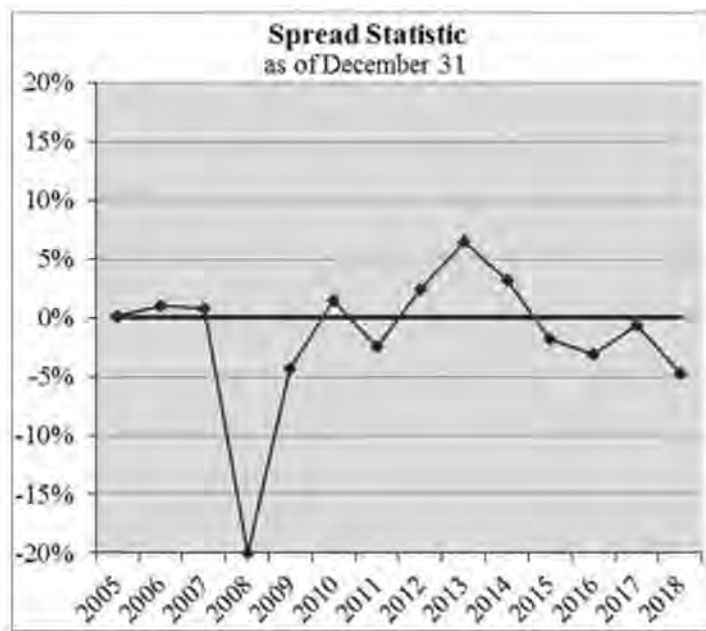
The Margin is the best single statistic to get a sense of how well funded the Plan is on a long term basis.

Moreover, the Funded Percentage is not a measure of funding on a Plan-termination basis. That would require a different interest assumption.

The Funded Percentage as per the Pension Protection Act uses the actuarial value of assets and is 20.2% as of December 31, 2018.

4.5.5 Actuarial Value of Assets Expressed as a % of Market Value

| As of 12/31 | Actuarial Value of Assets | Actuarial Value as a Percent of Market Value |
|----------------|---------------------------------|--|
| 2006 | \$ 72,278,531 | 99.0% |
| 2007 | 72,219,518 | 99.2% |
| 2008 | 61,948,312 | 120.0% |
| 2009 | 58,327,750 | 104.4% |
| 2010 | 55,037,238 | 98.5% |
| 2011 | 50,630,135 | 102.5% |
| 2012 | 46,483,397 | 97.5% |
| 2013 | 45,137,520 | 93.5% |
| 2014 | 42,343,127 | 96.8% |
| 2015 | 38,137,955 | 101.8% |
| 2016 | 34,506,817 | 103.2% |
| 2017 | 30,087,404 | 100.6% |
| 2018 | \$ 25,007,097 | 104.8% |



The three primary measures that help an actuary assess how well funded a Plan is on a long-term basis are:

1. Margin,
2. Gain/loss analysis and an assessment of assumptions, and
3. Spread, defined as the difference between the market and actuarial value of assets expressed as a percentage of the market value of assets.

The Margin and assumptions were covered in earlier sections.

The third factor is the Spread statistic. When positive it represents a cushion to help offset potential future unfavorable investment experience. Conversely, when the actuarial value is greater than the market value the Spread turns negative. When this is the case future investment returns over and above the assumed return are necessary over time to restore the market value of assets equal to the actuarial value.

Currently the Spread is -4.8%.

4.6 Pension Protection Act-Rehabilitation Plan

The Plan is certified to be in the Deep Red Zone, (Critical and Declining Status) as of December 31, 2018 because it is under 65% funded, is projected to have a funding deficiency within the next four years, is projected to become insolvent in the current or next 19 years, and its ratio of inactive to active participants is in excess of 2 to 1.

The Trustees have implemented a Rehabilitation Plan (RP) as per the Pension Protection Act (PPA). The Rehabilitation Plan is as follows:

| <u>Date Summary</u> | |
|--------------------------------------|-----------------------|
| Initial Critical Zone Certification: | January 1, 2008 |
| Adoption Period: | 1/1/2008 – 12/31/2010 |
| Rehabilitation Period: | 1/1/2011 – 12/31/2020 |

Original Rehabilitation Plan

Benefit Changes

- a) Benefit accrued as of December 31, 2008: 25&Out Retirement provision is frozen. That is, participants who retire on and after 1/1/2009 with 25 or more years of Benefit Service (including Benefit Service earned after 1/1/2009) can commence receiving their benefit accrued as of 12/31/2008 without reduction.
- b) Benefits earned on and after January 1, 2009: In accordance with the 1% Benefit Schedule summarized later in this report (in the Plan Provision Summary, Section 6.2).
 - i) Normal Retirement Age shall be the later of age 65 and the 5th anniversary of the date of participation;
 - ii) Benefit Accruals with respect to a Plan participant for a Plan Year shall be based on the highest contribution rate during such Plan Year for which contributions were required to be made on behalf of such participant.
- c) A Plan participant's benefits shall equal to the sum of the benefits set forth in (a) and (b), above.

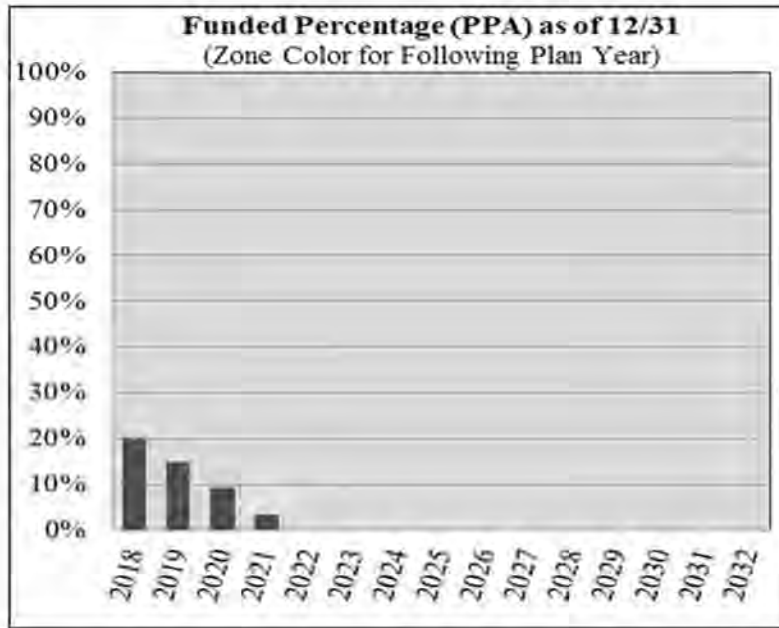
Contribution increases

In addition to the weekly contribution rate each employer will pay an additional "basic" contribution rate equal to an employer's estimated annual withdrawal liability payments, if the employer were to withdraw in 2009.

2010 Update to the Rehabilitation Plan

The contribution rate will be increased 10% to the employer's 2008 contribution rate.

The chart below projects the funded percentage into the future assuming that there are no gains or losses on demographic assumptions and that the market value of assets returns the assumed rate of 6.75%. The charts show the Plan going insolvent by December 31, 2022. Below the charts is an explanation of why the Plan is not expected to emerge from critical status.



Explanation of Why Plan is not Expected to Emerge from Critical and Declining Status

The severe economic downturn of 2008/2009 has created a tremendous funding burden related to the loss in asset value and reduction in employment (and future contributions). As a result, the plan sponsor determined that, based on reasonable actuarial assumptions and upon exhaustion of all reasonable measures, the plan cannot reasonably be expected to emerge from critical status by the end of the rehabilitation period.

After reviewing the options, the Trustees believed that the originally required contribution increases would cause employers to withdraw from the Plan leading to an acceleration of the insolvency date, financial assistance from the PBGC, and benefit cuts.

Based upon the above, the Trustees have selected the schedule of benefits described above as permitted by IRC §432(e)(3)(A)(ii), also known as a “safety valve” schedule, which is intended to forestall insolvency.

2016 Update to the Rehabilitation Plan

Since the Rehabilitation Plan is considered a “safety valve” plan as allowed by §432(e)(3)(A)(ii), and the Plan is forestalling insolvency, no Rehabilitation Plan update is required for the 2018 Plan Year.

5. ASC No. 960 Disclosures

5.1 Present Value of Accumulated Plan Benefits

As of 12/31/2018

| | |
|--|-------------------|
| A. Present Value of Vested Benefits: | |
| 1. Participants currently receiving payments | \$ 80,487,910 |
| 2. Other vested benefits | <u>43,419,151</u> |
| 3. Subtotal vested benefits | \$ 123,907,061 |
| B. Present Value of Non-Vested Benefits | <u>41,071</u> |
| C. Present Value of Accumulated Benefits (A+B) | \$ 123,948,132 |

The ASC No. 960 values were computed using the same assumptions as those used for determining funding requirements.

5.2 Reconciliation of Changes in Present Value of Accumulated Benefits

| | |
|--|------------------|
| A. Present Value of Accumulated Benefits at Prior Valuation Date | \$ 95,526,391 |
| B. Changes During the Year Due to: | |
| 1. Benefits accumulated and net gains | \$ (603,381) |
| 2. Benefits paid | (7,124,813) |
| 3. Assumption changes | 29,942,366 |
| 4. Method changes | 0 |
| 5. Plan amendments | 0 |
| 6. Passage of time | <u>6,207,569</u> |
| 7. Total change | \$ 28,421,741 |
| C. Present Value of Accumulated Benefits at Current Valuation Date | \$ 123,948,132 |

6. Government Reporting

6.1 Summary of Assumptions

| Mortality | <p>Actives: RP- 2014 Blue Collar Employee Sex Distinct Table using scale MP-2018 generational mortality improvement from the year 2015.</p> <p>Disabled: RP- 2014 Disabled Retiree Sex Distinct using scale MP-2018 generational mortality improvement from the year 2015.</p> <p>Retirees: RP- 2014 Blue Collar Annuitant Sex Distinct using scale MP-2018 generational mortality improvement from the year 2015.</p> | | | | | | | | | | | | | | | | |
|----------------------------------|---|------------|-------------|--------|------|-------|------|-------|------|----|------|-------|------|----|------|-------|------|
| Withdrawal Rates | <p>Table T-5</p> <p>Once retirement rates start, withdrawal rates stop.</p> | | | | | | | | | | | | | | | | |
| Retirement Age | <p>Inactive vested participants are assumed to retire at age 65.</p> <p>Actives rates, once reaching 25 years of Benefit Service or age 65:</p> <table border="0" style="margin-left: 40px;"> <thead> <tr> <th style="text-align: left;"><u>Age</u></th> <th style="text-align: left;"><u>Rate</u></th> </tr> </thead> <tbody> <tr> <td>45 -49</td> <td>.100</td> </tr> <tr> <td>50-54</td> <td>.075</td> </tr> <tr> <td>55-61</td> <td>.150</td> </tr> <tr> <td>62</td> <td>.300</td> </tr> <tr> <td>63-64</td> <td>.200</td> </tr> <tr> <td>65</td> <td>.500</td> </tr> <tr> <td>66-69</td> <td>.250</td> </tr> </tbody> </table> <p>When Benefit Service first reaches 25 years, add 25% to the rate if date of hire is prior to 2000.</p> | <u>Age</u> | <u>Rate</u> | 45 -49 | .100 | 50-54 | .075 | 55-61 | .150 | 62 | .300 | 63-64 | .200 | 65 | .500 | 66-69 | .250 |
| <u>Age</u> | <u>Rate</u> | | | | | | | | | | | | | | | | |
| 45 -49 | .100 | | | | | | | | | | | | | | | | |
| 50-54 | .075 | | | | | | | | | | | | | | | | |
| 55-61 | .150 | | | | | | | | | | | | | | | | |
| 62 | .300 | | | | | | | | | | | | | | | | |
| 63-64 | .200 | | | | | | | | | | | | | | | | |
| 65 | .500 | | | | | | | | | | | | | | | | |
| 66-69 | .250 | | | | | | | | | | | | | | | | |
| Future Employment | 10,000 annual weeks of service | | | | | | | | | | | | | | | | |
| Contribution Rate | \$58.67 per week | | | | | | | | | | | | | | | | |
| Definition of Active | Any participant completing 200 hours of service in covered employment in a calendar year | | | | | | | | | | | | | | | | |
| Percent Married | 80% | | | | | | | | | | | | | | | | |
| Net Investment Return | 4.00% | | | | | | | | | | | | | | | | |
| Administrative Expenses | \$500,000 | | | | | | | | | | | | | | | | |
| Actuarial Value of Assets | The market value of assets less unrecognized returns in each of the last five years. Unrecognized return is equal to the difference between the actual market return and the expected return on the market value, and is | | | | | | | | | | | | | | | | |

recognized over a five year period. The actuarial value is further adjusted, if necessary, to be within 20% of the market value.

Actuarial Cost Method Unit Credit

RPA '94 Current liability Assumptions Interest: 3.06%; Last year it was 2.98%.
Mortality: As per IRS Regulation §1.430(h)(3)-1

Assumption Changes

Mortality Mortality Scale changed from MP-2016 to MP-2018

Net Investment Return Net investment return assumption was lowered from 6.75% to 4.00%

Employment Total weeks of Employment were reduced from 12,000 to 10,700.

Rationale for Assumptions

Demographic The demographic rates utilized are standard tables that approximate recent historical demographic experience, and adjusted to reflect anticipated future experience and professional judgment. A comparison of actual vs. expected decrements, and aggregate liability gain/loss analysis were used to validate the demographic assumptions.

Administrative Expense and Employment The Administrative Expense and Employment assumptions approximate recent historical experience, and adjusted to reflect anticipated future experience and professional judgment. When appropriate we include the expectations of Trustees and co-professionals for these assumptions.

Investment Return The investment return assumption is a long-term estimate that is based on historical experience, future market expectations, and professional judgment. We have utilized the investment manager's capital market expectations, and have compared those expectations with a broader market survey.

6.2 Summary of Plan Provisions

| | |
|------------------------|--|
| Plan Year | January 1 through December 31 |
| Coverage | Employees of a contributing employer covered by a CBA with Local 802 (successor to Local 138), including employees of the Local 138 Pension Plan, are eligible for membership in the Plan. Certain former employees of Local 138, including certain current employees of Local 802, are also eligible. |
| Credited Hours | A Participant will earn 50 credited hours in any calendar week for which a weekly contribution is required to be made to the Fund on his or her behalf. |
| Vesting Service | One year for each calendar year in which the participant earns at least 1,000 hours of credited hours. |
| Benefit Service | 1/12 th per month, with months defined as follows: |

| | |
|-----------------|--|
| | <u>Month Definition</u> |
| pre-1997: | Each calendar month with at least one week of work |
| 1998 and after: | 1/12 th per 200 hours of work |

Benefit Service is limited to one per year.

Vesting 100% vesting after 5 years of vesting service

Normal & Statutory Retirement

Eligibility Age 65 and 5 years of Participation or 5 years of vesting

Benefit Amount Prior to 1/1/2009 (Pre-Rehabilitation Plan Accrual)
 The monthly benefit payable is based on the Minimum Weekly Contribution Rate and is 4% of amount in the table below for each year of Benefit Service to a maximum of 25 years. Payable for life.

Column Key:

(1) Minimum Weekly Contribution Rate: rate of employer contributions for a minimum of 6 months out of the last 36

(2) Monthly Benefit (next page):

| (1) | (2) | (1) | (2) | (1) | (2) | (1) | (2) |
|-----|-------|------|-------|------|---------|------|---------|
| \$2 | \$110 | \$22 | \$480 | \$42 | \$945 | \$62 | \$1,325 |
| 4 | 150 | 24 | 510 | 44 | 985 | 64 | 1,355 |
| 6 | 200 | 26 | 560 | 46 | 1,035 | 66 | 1,390 |
| 8 | 240 | 28 | 620 | 48 | 1,080 | 68 | 1,490 |
| 10 | 290 | 30 | 670 | 50 | 1,125 | 70 | 1,600 |
| 12 | 315 | 32 | 720 | 52 | 1,160 | 72 | 1,655 |
| 14 | 340 | 34 | 760 | 54 | 1,190 | 74 | 1,695 |
| 16 | 370 | 36 | 805 | 56 | 1,225 | 76+ | \$1,735 |
| 18 | 400 | 38 | 845 | 58 | 1,255 | | |
| 20 | \$425 | 40 | \$895 | 60 | \$1,290 | | |

The 4% above is for participants who terminated employment after December 31, 1994. The 4% has been increased over time as follows:

| Termination Date | |
|------------------|------|
| 1985 – 1994 | 3.9% |
| 1979 – 1984 | 3.6% |
| Prior to 1979 | 3.3% |

For participants retiring with at least 2 years of Benefit Service after December 31, 1981, the monthly benefit set forth above is increased by 3% for each year of Benefit Service earned prior to 1/1/2009 in excess of 25 up to a maximum of 15 years.

For participants who retired or terminated employment without earning at least one month of Benefit Service after January 1, 1995, different benefit schedules apply.

On and After 1/1/2009 (Post-Rehabilitation Plan Accrual)

The monthly benefit payable for life is $A \times [B \times (52/12)] \times 1\%$ where:

- A. Is the highest contribution rate in the year
- B. Is the number of months of Benefit Service in the year

The following table shows the amount earned if 52 weeks are worked at the contribution rate.

Column Key:

- (1) Highest Employer contribution rate for the Plan Year
- (2) Monthly benefit for 12 months of benefit service earned during a Plan Year

| (1) | (2) | (1) | (2) | (1) | (2) |
|------|--------|------|---------|------|---------|
| \$10 | \$5.20 | \$32 | \$16.64 | \$56 | \$29.12 |
| 12 | 6.24 | 34 | 17.68 | 58 | 30.16 |
| 14 | 7.28 | 36 | 18.72 | 60 | 31.20 |
| 16 | 8.32 | 38 | 19.76 | 62 | 32.24 |
| 18 | 9.36 | 40 | 20.80 | 64 | 33.28 |
| 20 | 10.40 | 42 | 21.84 | 66 | 34.32 |
| 22 | 11.44 | 44 | 22.88 | 68 | 35.36 |
| 23 | 11.96 | 46 | 23.92 | 70 | 36.40 |
| 24 | 12.48 | 48 | 24.96 | 71 | 36.92 |
| 26 | 13.52 | 50 | 26.00 | 72 | 37.44 |
| 28 | 14.56 | 52 | 27.04 | 74 | 38.48 |
| 30 | 15.60 | 54 | 28.08 | 76+ | 39.52 |

Early Retirement

| | |
|-------------|---|
| Eligibility | Age 55 and 15 years of Benefit Service but less than 25 years of benefit Service |
| Amount | Normal Retirement benefit actuarially reduced to allow for its early commencement |

25 Year Retirement

| | |
|-------------|--|
| Eligibility | 25 years of Benefit Service |
| Amount | Normal Retirement benefit accrued prior to 1/1/2009 without reduction. |

Disability

| | |
|-------------|---|
| Eligibility | Receiving disability benefits under the Social Security Act |
| Amount | Normal Retirement benefit actuarially reduced except that if payment commences prior to the participant's attainment of age 55, the amount otherwise payable at age 55 will be further reduced actuarially based on the UP-84 mortality table and 6% interest |

Normal & Optional Forms

The Normal Form of benefit for an unmarried participant is a life annuity. For a married participant it is a qualified joint and 50% survivor annuity actuarially equivalent to the life annuity.

Optional forms include:

- Qualified Joint and 50% Survivor annuity
- Qualified Joint and 75% Survivor annuity

Spouse's Benefits

| | |
|-------------------|--|
| Before Retirement | The minimum death benefit required by the Retirement Equity Act is payable upon the death of an active vested or terminated vested participant prior to commencement of benefits. |
| After Retirement | The normal form of retirement benefit is a straight life annuity for unmarried retirees and an actuarially equivalent qualified joint and 50% survivor annuity for married retirees. Prior to commencement of benefits, death benefits are provided in accordance with section a. above. |

Suspension of Benefits

A member's benefit is suspended while working over the hour threshold while in Disqualifying Employment.

| | |
|-----------------|---|
| Hours Threshold | ➤ Under Normal Retirement Age: 40 hours ➤ Over Normal Retirement Age: 40 hours |
|-----------------|---|

Disqualifying Employment

Any employment meeting the following criteria:

- The same industry covered by the plan at the effective date of the Employee's pension;
- The same professional trade or craft in which the effected Employee worked at any time that was classed as Benefit Service for him.

Recalculation of
Benefit

- Upon second retirement, a member's benefit will be recalculated based on all years of Benefit Service, both before and after the period of retirement and on the benefit schedule and rate of Employer contribution upon which his earlier retirement benefit was based.
- If the participant earned three or more years of Benefit Service after his or her return to employment, the recalculation shall also reflect the benefit schedule in effect at the time of his or her later retirement and the rate of Employer contribution during the last 36 full months of contributions received by the Fund on his or her behalf prior to his or her later retirement.

If such recalculation is required, the resultant benefit shall be reduced to reflect the actuarial value of any payments made to the pensioner prior to his or her attainment of age 65 unless such payments were made to him or her as a pensioner under the Twenty-Five Year Retirement.

6.3 Contribution Rates

| <u>Employer</u> | <u>Actives as of 12/31/2018</u> | <u>% of Actives</u> | <u>Projected Average Contribution Rate for 2019</u> |
|---------------------------|---|-------------------------|---|
| Krasdale (total) | 120 | 60.0% | \$ 60.06 |
| Academy Chair | 6 | 3.0% | 41.80 |
| Grocery Haulers (GHI) | 6 | 3.0% | 72.00 |
| Inter County Bakers* | 36 | 18.0% | 0.00 |
| L&J Trucking | 6 | 3.0% | 30.80 |
| L138 Pen Trust Fund (PTF) | 1 | 0.5% | 83.60 |
| Quaker Sugar | 3 | 1.5% | 25.30 |
| SLB Transportation | 22 | 11.0% | \$ 86.60 |
| Total | 200 | 100.0% | \$ 61.83 |

**Employer withdrew in 2019, not included in projections*

6.4 Funding Standard Account and Minimum Required Contributions

Rules for determining minimum required and maximum deductible contributions are set forth in IRC Sections 431 and 404, respectively. Since deductibility may be affected by factors not considered here, the deductibility and timing of contributions should be reviewed with tax counsel.

| | <u>Actual</u> | <u>Projected</u> |
|---|------------------|------------------|
| For Plan Year ending December 31: | <u>2018</u> | <u>2019</u> |
| Charges to the FSA: | | |
| a. Funding Deficiency | \$ 37,259,149 | \$ 45,040,331 |
| a. Normal cost | 756,691 | 908,515 |
| b. Amortization charges | 7,727,298 | 8,769,714 |
| c. Interest on a, b, and c | <u>3,087,662</u> | <u>2,188,742</u> |
| d. Total charges | \$ 48,830,800 | \$ 56,907,302 |
| Credits to FSA: | | |
| e. Credit Balance at beginning of year | \$ 0 | \$ 0 |
| f. Employer contributions | 1,473,220 | 661,733 |
| g. Amortization credits | 2,128,533 | 1,470,791 |
| h. Interest on above | <u>188,716</u> | <u>70,878</u> |
| i. Total credits | \$ 3,790,469 | \$ 2,203,402 |
| Credit Balance at end of Year | \$ (45,040,331) | \$ (54,703,900) |
| Minimum Required Contribution (d - (e + g) x (1.0675)) | \$ 46,558,591 | \$ 55,377,679 |
| Minimum Without Regard to the Credit Balance (d - g x (1.0675)) | \$ 46,558,591 | \$ 55,377,679 |

A Plan's Credit Balance represents a cumulative measure of all prior contributions (since the initial ERISA effective date) against all prior minimum requirements. If cumulative contributions exceed cumulative minimums, then the Funding Standard Account will maintain a Credit Balance which can be used to offset any current year minimum requirements. As of December 31, 2018, the Plan has a negative Credit Balance (Funding Deficiency) of \$(45,040,331). The minimum requirement for the year ending December 31, 2019 is \$55,377,679 after recognition of the Funding Deficiency.

6.5 Maximum Deductible Contribution

| | |
|---|-------------------|
| A. Traditional Maximum Deductible | \$ 12,623,389 |
| B. Projected Unfunded RPA Current Liability | 175,001,473 |
| C. Minimum Required Contribution | <u>55,377,679</u> |
| D. Greater of A, B and C | \$ 175,001,473 |

The maximum allowable deduction for the fiscal year ending December 31, 2019 is \$175,001,473. To be deductible for a given fiscal year, a contribution should be made by the time the tax return for that fiscal year is filed with the IRS (including extensions). Specific advice on the deductibility of contributions and timing should be reviewed with your tax counsel.

6.6 Current Liability at Beginning of Plan Year

Current liability is the present value of accrued benefits under the Plan using actuarial assumptions as prescribed by the Retirement Protection Act of 1994 (RPA '94). The liability is determined using the same assumptions used to determine the Plan's funding requirements, except for the interest rate and mortality table. These values are used for specific, prescribed purposes.

RPA '94 Current Liability:

A. Assumptions:

- | | |
|--------------------|--------------------------------------|
| 1. Interest rate | 3.06% |
| 2. Mortality table | As per IRS Regulation §1.430(h)(3)-1 |

B. RPA '94 Current Liability

| | <u>Total Benefits</u> |
|--|-----------------------|
| 1. Retirees and beneficiaries receiving payments | \$ 88,770,785 |
| 2. Inactive vested participants | 28,377,477 |
| 3. Actives | |
| a. Non-Vested Benefits | 53,093 |
| b. Vested Benefits | <u>22,804,900</u> |
| c. Total Active | <u>22,857,993</u> |
| 4. Total | \$ 140,006,255 |

| | |
|-----------------------------------|------------|
| C. Expected Increase in Liability | \$ 506,890 |
|-----------------------------------|------------|

| | |
|---|--------------|
| D. Expected Benefits To Be Paid During the Year | \$ 7,321,838 |
|---|--------------|

6.7 Amortization Schedule for Minimum Required Contribution

Amortization Charges as of January 1, 2019

| Date Established: January 1 | Base Type | Outstanding Balance | Years Remaining | Amortization Amount |
|-----------------------------------|------------------------------|------------------------|--------------------|------------------------|
| 1989 | Plan Amendment | \$ 879,730 | 5 | \$ 190,011 |
| 1990 | Plan Amendment | 973,224 | 5 | 210,204 |
| 1991 | Plan Amendment | 1,330,049 | 5 | 287,274 |
| 1992 | Plan Amendment | 459,521 | 5 | 99,251 |
| 1993 | Plan Amendment | 246,255 | 5 | 53,188 |
| 1995 | Plan Amendment | 81,135 | 6 | 14,882 |
| 1996 | Plan Amendment | 322,945 | 7 | 51,736 |
| 1997 | Assumption Change | 1,313,090 | 8 | 187,529 |
| 1998 | Plan Amendment | 1,093,449 | 9 | 141,405 |
| 1999 | Plan Amendment | 973,272 | 10 | 115,380 |
| 2000 | Plan Amendment | 1,808,659 | 11 | 198,516 |
| 2001 | Assumption Change | 1,614,821 | 12 | 165,445 |
| 2001 | Plan Amendment | 909,119 | 12 | 93,143 |
| 2003 | Plan Amendment | 618,262 | 14 | 56,279 |
| 2003 | Experience Loss | 1,358,320 | 4 | 359,811 |
| 2004 | Experience Loss | 1,912,530 | 5 | 413,083 |
| 2005 | Experience Loss | 1,205,228 | 5 | 260,314 |
| 2006 | Experience Loss | 894,008 | 5 | 193,095 |
| 2007 | Experience Loss | 259,398 | 5 | 56,027 |
| 2009 | Experience Loss (Asset Only) | 4,334,885 | 5 | 936,281 |
| 2009 | Experience Loss (Non asset) | 359,942 | 5 | 77,743 |
| 2010 | Assumption Change | 3,326,494 | 6 | 610,162 |
| 2010 | Experience Loss | 920,513 | 6 | 168,845 |
| 2011 | Experience Loss | 470,670 | 7 | 75,402 |
| 2012 | Experience Loss | 1,223,413 | 8 | 174,722 |
| 2012 | Assumption Change | 183,530 | 8 | 26,211 |
| 2013 | Experience Loss | 1,000,603 | 9 | 129,398 |
| 2015 | Assumption Change | 6,863,806 | 11 | 753,362 |
| 2016 | Assumption Change | 795,910 | 12 | 81,544 |
| 2019 | Assumption Change | <u>29,942,366</u> | 15 | <u>2,589,471</u> |
| Total Charges | | \$ 67,675,147 | | \$ 8,769,714 |

Amortization Credits as of January 1, 2019

| Date Established: | | Outstanding | Years | Amortization |
|-----------------------|-------------------|-----------------|------------------|----------------|
| <u>January 1</u> | <u>Base Type</u> | <u>Balance</u> | <u>Remaining</u> | <u>Amount</u> |
| 1996 | Assumption Change | \$ (1,962,578) | 7 | \$ (314,408) |
| 1998 | Assumption Change | (734,222) | 9 | (94,950) |
| 2000 | Assumption Change | (1,446,174) | 11 | (158,730) |
| 2004 | Assumption Change | (3,572,696) | 15 | (308,973) |
| 2007 | Assumption Change | (1,408,725) | 18 | (107,000) |
| 2008 | Experience Gain | (167,111) | 4 | (44,267) |
| 2014 | Experience Gain | (323,295) | 10 | (38,326) |
| 2015 | Experience Gain | (599,746) | 11 | (65,827) |
| 2016 | Experience Gain | (353,734) | 12 | (36,241) |
| 2017 | Experience Gain | (1,027,202) | 13 | (98,911) |
| 2017 | Assumption Change | (1,041,138) | 13 | (100,253) |
| 2018 | Experience Gain | (990,865) | 14 | (90,196) |
| 2019 | Experience Gain | \$ (146,957) | 15 | \$ (12,709) |
| Total Credits | | \$ (13,774,443) | | \$ (1,470,791) |
| Net Charges/(Credits) | | \$ 53,900,704 | | \$ 7,298,923 |

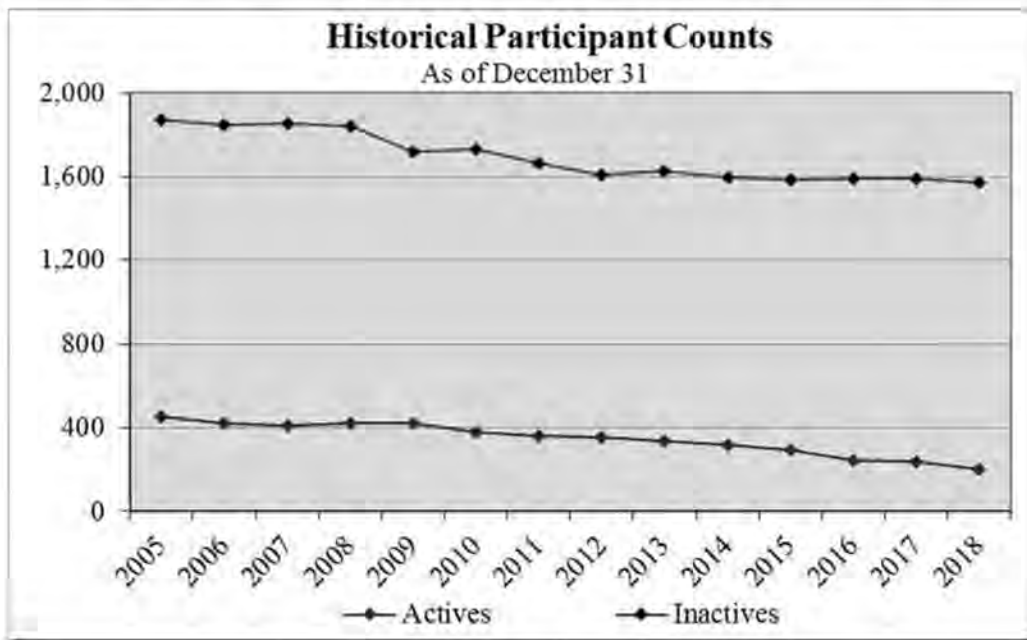
6.8 Equation of Balance

| | |
|---|---------------|
| A. Net Outstanding Balance of Bases | \$ 53,900,704 |
| B. Credit Balance | (45,040,331) |
| C. Unfunded Actuarial Accrued Liability (A-B) | \$ 98,941,035 |

7. Data Summary

7.1 Historical Participation

| As of 12/31 | Active | Separated Vested | Retired | Total Inactive | Total | Ratio of Inactive to Active |
|----------------|--------|---------------------|---------|-------------------|-------|-----------------------------------|
| 2005 | 449 | 743 | 1,128 | 1,871 | 2,320 | 4.17 |
| 2006 | 420 | 748 | 1,099 | 1,847 | 2,267 | 4.40 |
| 2007 | 410 | 744 | 1,107 | 1,851 | 2,261 | 4.51 |
| 2008 | 419 | 724 | 1,117 | 1,841 | 2,260 | 4.39 |
| 2009 | 422 | 608 | 1,110 | 1,718 | 2,140 | 4.07 |
| 2010 | 380 | 634 | 1,099 | 1,733 | 2,113 | 4.56 |
| 2011 | 363 | 565 | 1,101 | 1,666 | 2,029 | 4.59 |
| 2012 | 351 | 535 | 1,076 | 1,611 | 1,962 | 4.59 |
| 2013 | 334 | 542 | 1,086 | 1,628 | 1,962 | 4.87 |
| 2014 | 319 | 536 | 1,058 | 1,594 | 1,913 | 5.00 |
| 2015 | 295 | 528 | 1,057 | 1,585 | 1,880 | 5.37 |
| 2016 | 244 | 535 | 1,057 | 1,592 | 1,836 | 6.52 |
| 2017 | 239 | 518 | 1,072 | 1,590 | 1,829 | 6.65 |
| 2018 | 200 | 500 | 1,073 | 1,573 | 1,773 | 7.87 |



7.2 Flow of Lives

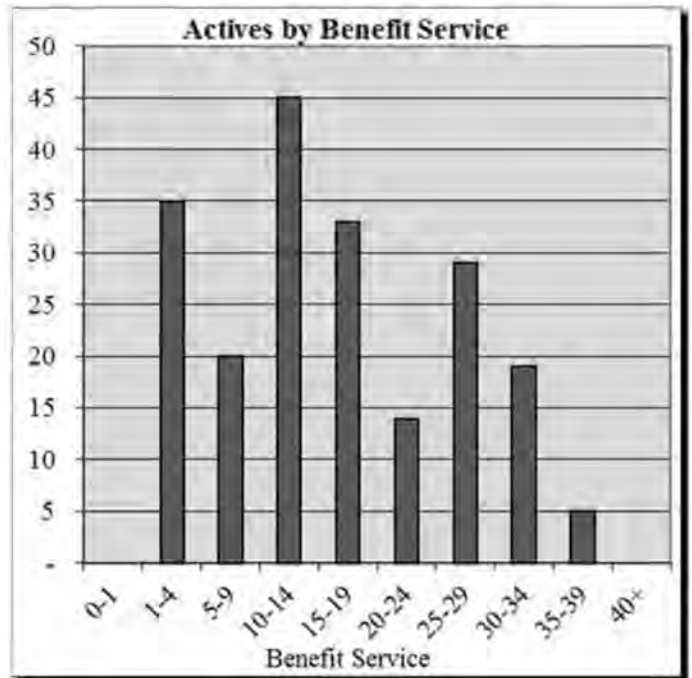
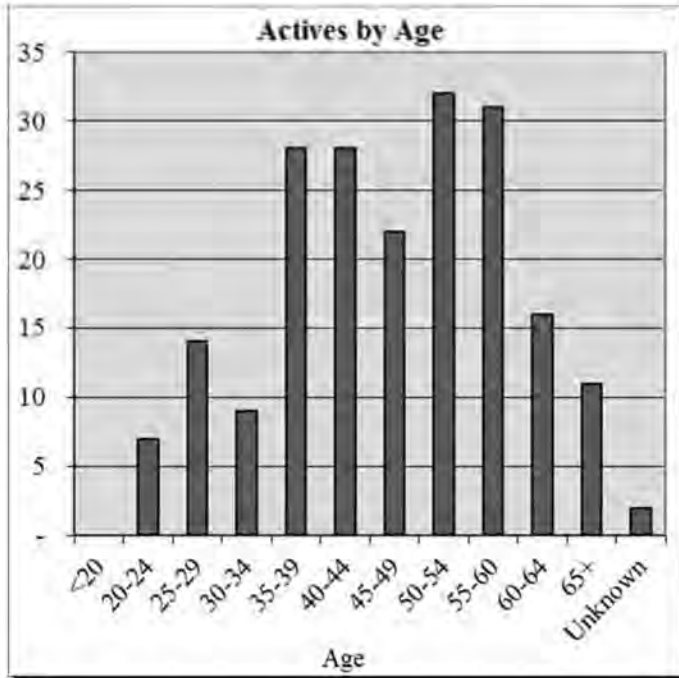
| | Actives | Inactive Vested | Disabled | Retired & Beneficiaries | Total |
|----------------------------|---------|--------------------|----------|----------------------------|-------|
| Beginning of year..... | 239 | 518 | 54 | 1,018 | 1,829 |
| To inactive vested..... | (14) | 14 | - | - | - |
| To inactive non-vested.... | (22) | (1) | - | - | (23) |
| To retired..... | (6) | (22) | - | 28 | - |
| To disabled..... | - | (4) | 4 | - | - |
| New Alternate Payees..... | - | - | - | - | - |
| New Pro Rata Retirees..... | - | - | - | - | - |
| Deaths..... | (1) | (11) | (4) | (49) | (65) |
| New Beneficiaries..... | - | - | - | 22 | 22 |
| Returned to work..... | - | - | - | - | - |
| New entrants..... | 4 | - | - | - | 4 |
| Data Corrections..... | - | 6 | - | - | 6 |
| End of year..... | 200 | 500 | 54 | 1,019 | 1,773 |

7.3 Actives by Age and Benefit Service

Years of Benefit Service

| Age | 0-1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40+ | Total |
|--------------|-----|-----------|-----------|-----------|-----------|-----------|-----------|-----------|----------|-----|------------|
| <20 | - | - | - | - | - | - | - | - | - | - | - |
| 20-24 | - | 7 | - | - | - | - | - | - | - | - | 7 |
| 25-29 | - | 13 | 1 | - | - | - | - | - | - | - | 14 |
| 30-34 | - | 2 | 4 | 3 | - | - | - | - | - | - | 9 |
| 35-39 | - | 6 | 5 | 12 | 5 | - | - | - | - | - | 28 |
| 40-44 | - | 1 | 5 | 11 | 8 | 3 | - | - | - | - | 28 |
| 45-49 | - | - | 2 | 6 | 7 | 3 | 4 | - | - | - | 22 |
| 50-54 | - | 1 | 1 | 5 | 4 | 4 | 12 | 5 | - | - | 32 |
| 55-60 | - | 2 | 2 | 1 | 6 | 2 | 8 | 9 | 1 | - | 31 |
| 60-64 | - | 1 | - | 4 | 1 | 1 | 3 | 5 | 1 | - | 16 |
| 65+ | - | - | - | 3 | 2 | 1 | 2 | - | 3 | - | 11 |
| Unknown | - | 2 | - | - | - | - | - | - | - | - | 2 |
| Total | - | 35 | 20 | 45 | 33 | 14 | 29 | 19 | 5 | - | 200 |

The average age of the actives is 47.1, and the average amount of Benefit Service is 16.5 years.



7.4 New Pensioners

| Class | Number | Range of Monthly Pension | | | |
|-----------------|--------|--------------------------|---------|---------|----------|
| | | Average Age | Minimum | Average | Maximum |
| Early | 6 | 58.3 | \$ 215 | \$ 892 | \$ 1,616 |
| Normal | 22 | 68.5 | 100 | 480 | 2,017 |
| Sub Total | 28 | 66.3 | \$ 100 | \$ 568 | \$ 2,017 |
| Disability | 4 | 59.7 | \$ 113 | \$ 303 | \$ 470 |
| Survivor | 22 | 71.9 | 31 | 249 | 880 |
| Alternate Payee | - | - | - | - | - |
| Sub Total | 26 | 70.0 | \$ 31 | \$ 257 | \$ 880 |
| Total | 54 | 68.1 | \$ 31 | \$ 418 | \$ 2,017 |

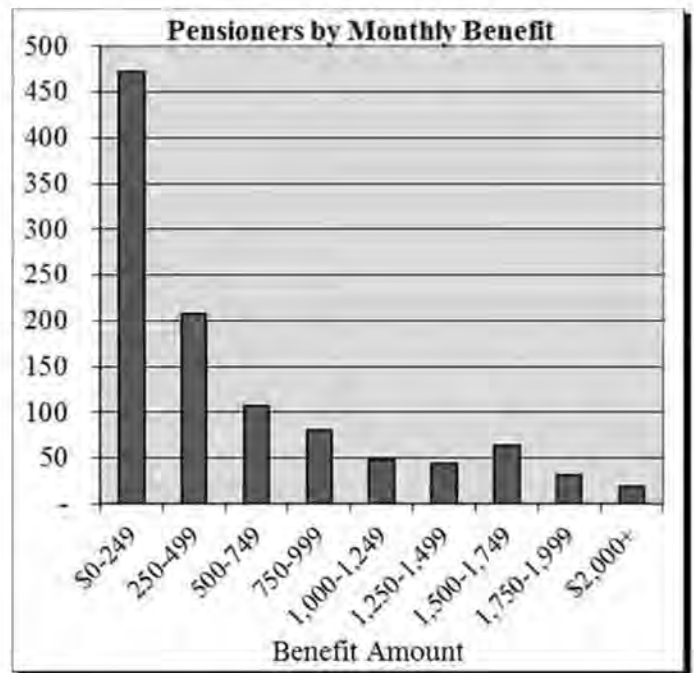
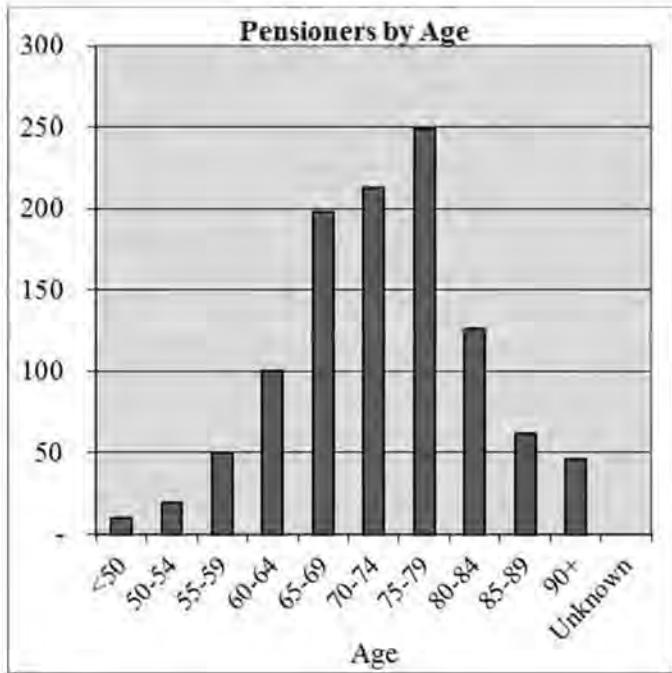
7.5 All Pensioners

| Class | Number | Range of Monthly Pension | | | |
|-----------------|--------|--------------------------|---------|---------|----------|
| | | Average Age | Minimum | Average | Maximum |
| Early | 478 | 72.9 | \$ 34 | \$ 806 | \$ 2,577 |
| Normal | 261 | 75.1 | 47 | 459 | 2,647 |
| Sub Total | 739 | 73.7 | \$ 34 | \$ 683 | \$ 2,647 |
| Disability | 54 | 63.9 | \$ 47 | \$ 223 | \$ 844 |
| Survivor | 259 | 75.4 | 26 | 244 | 1,045 |
| Alternate Payee | 21 | 64.5 | 38 | 470 | 1,267 |
| Sub Total | 334 | 72.9 | \$ 26 | \$ 255 | \$ 1,267 |
| Total | 1,073 | 73.4 | \$ 26 | \$ 550 | \$ 2,647 |

7.6 Distribution of Monthly Pensions

Monthly Pension Amount

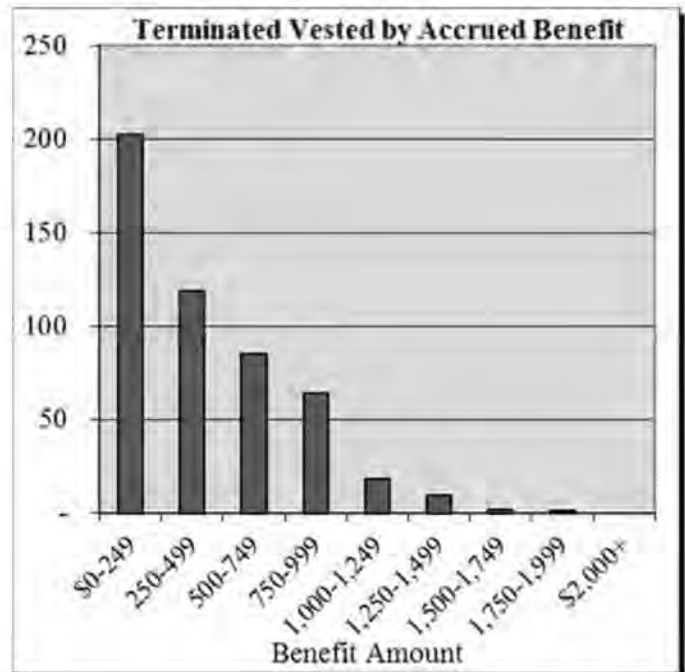
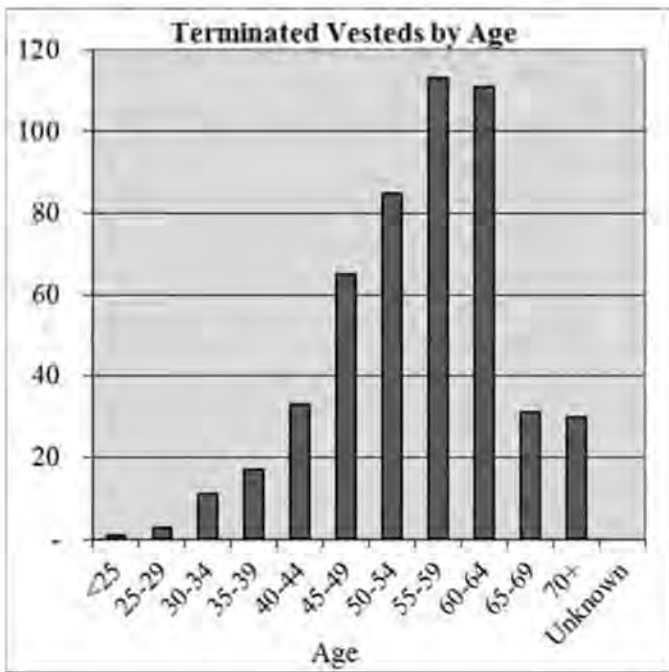
| Age | \$0-249 | 250-499 | 500-749 | 750-999 | 1,000-1,249 | 1,250-1,499 | 1,500-1,749 | 1,750-1,999 | \$2,000+ | Total |
|--------------|------------|------------|------------|-----------|-------------|-------------|-------------|-------------|-----------|--------------|
| <50 | 3 | 3 | 2 | - | 1 | 1 | - | - | - | 10 |
| 50-54 | 6 | 1 | 1 | - | 2 | 7 | 2 | - | - | 19 |
| 55-59 | 14 | 9 | 2 | 7 | 1 | 2 | 13 | 1 | 1 | 50 |
| 60-64 | 38 | 21 | 8 | 3 | 1 | 6 | 15 | 4 | 4 | 100 |
| 65-69 | 72 | 44 | 27 | 17 | 3 | 9 | 15 | 8 | 3 | 198 |
| 70-74 | 87 | 44 | 27 | 15 | 10 | 8 | 7 | 10 | 5 | 213 |
| 75-79 | 131 | 39 | 16 | 20 | 17 | 5 | 8 | 9 | 4 | 249 |
| 80-84 | 63 | 22 | 14 | 8 | 8 | 6 | 3 | - | 2 | 126 |
| 85-89 | 28 | 19 | 8 | 4 | 3 | - | - | - | - | 62 |
| 90+ | 30 | 6 | 2 | 6 | 2 | - | - | - | - | 46 |
| Unknown | - | - | - | - | - | - | - | - | - | - |
| Total | 472 | 208 | 107 | 80 | 48 | 44 | 63 | 32 | 19 | 1,073 |



7.7 Distribution of Terminated Vested Participants

| Age | \$0-249 | 250-499 | 500-749 | 750-999 | 1,000-1,249 | 1,250-1,499 | 1,500-1,749 | 1,750-1,999 | \$2,000+ | Total |
|--------------|------------|------------|-----------|-----------|-------------|-------------|-------------|-------------|----------|------------|
| <25 | 1 | - | - | - | - | - | - | - | - | 1 |
| 25-29 | 3 | - | - | - | - | - | - | - | - | 3 |
| 30-34 | 7 | 4 | - | - | - | - | - | - | - | 11 |
| 35-39 | 16 | 1 | - | - | - | - | - | - | - | 17 |
| 40-44 | 19 | 9 | 3 | 2 | - | - | - | - | - | 33 |
| 45-49 | 29 | 12 | 12 | 9 | 2 | 1 | - | - | - | 65 |
| 50-54 | 21 | 19 | 20 | 16 | 7 | 1 | 1 | - | - | 85 |
| 55-59 | 34 | 26 | 22 | 21 | 5 | 3 | 1 | 1 | - | 113 |
| 60-64 | 34 | 37 | 23 | 12 | 3 | 2 | - | - | - | 111 |
| 65-69 | 15 | 7 | 4 | 2 | 1 | 2 | - | - | - | 31 |
| 70+ | 23 | 4 | 1 | 2 | - | - | - | - | - | 30 |
| Unknown | - | - | - | - | - | - | - | - | - | - |
| Total | 202 | 119 | 85 | 64 | 18 | 9 | 2 | 1 | - | 500 |

The average age of the terminated vested participants is 55.9, and the average accrued benefit of \$422.



**Zone Certification
as of January 1, 2019
for
Local 138 Pension Trust Fund
EIN: 11-6170655 / PN: 001**

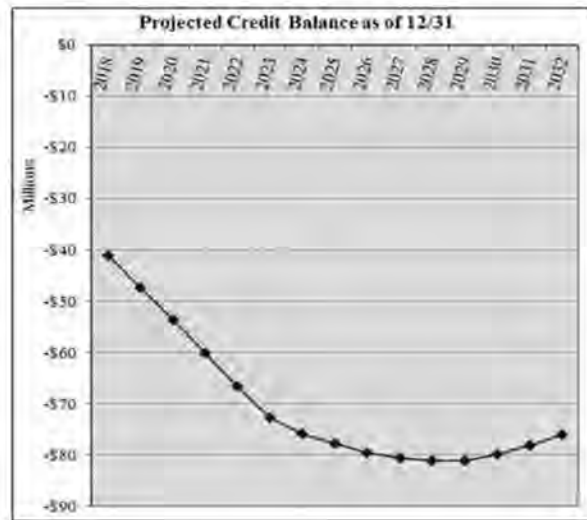
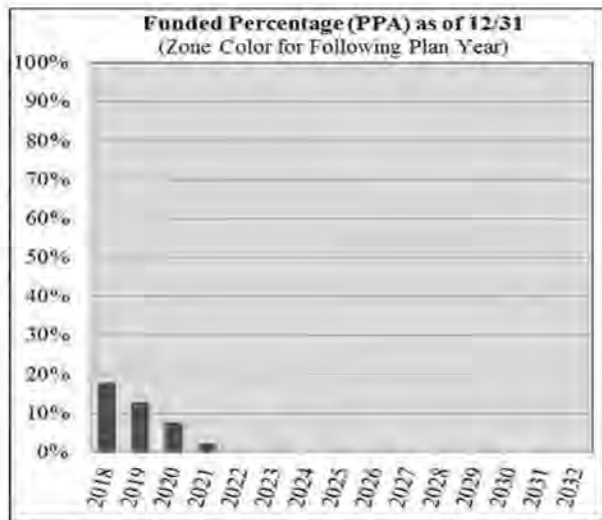
| | |
|--|-------------------------|
| Initial Critical Zone Certification: | January 1, 2008 |
| Adoption Period: | 03/30/2008 – 12/31/2010 |
| Rehabilitation Period: | 01/01/2011 – 12/31/2020 |
| Initial Critical and Declining Zone Certification: | January 1, 2015 |

Based on the following actuarial measures, the Plan is classified as “Critical and Declining Status” (a Red Zone category) as per the Multiemployer Pension Reform Act of 2014 (MEPRA).

- The Plan meets the criteria for Critical Status, and
- The Plan is projected to become insolvent in the current or next 19 years and
- The Plan’s ratio of inactive to active participants is in excess of 2 to 1.

After considering and rejecting as unfeasible various scenarios intended to meet the benchmarks of the Pension Protection Act, the Trustees selected a Rehabilitation Plan intended to comply with the provisions of IRC §432(e)(3)(A)(ii). The Plan has taken reasonable measures to improve its funding status.

Based upon the provisions of IRC §432(e)(3)(A)(ii), the Plan is making required progress in its Rehabilitation Plan.



This certification was prepared on behalf of the Local 138 Pension Trust Fund based on employee data, asset statements and plan documents provided by the Plan Sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

Therefore, to the best of our knowledge and belief, the information presented in this certification is complete and accurate, and each assumption used represents our best estimate of anticipated experience under the Plan.

The assumptions used are those used in the December 31, 2017 actuarial valuation including a 6.75% interest rate assumption.

Certified by:



Craig A. Voelker, FSA, MAAA, EA
Enrolled Actuary No.: 17-05537
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

March 31, 2019

On Behalf of Plan Sponsor:

Board of Trustees
Local 138 Pension Trust Fund
2151 Marion Place
North Baldwin, NY 11510
Phone (516) 377-7700

cc: Secretary of the Treasury- EPCU@irs.gov

**Zone Certification
as of January 1, 2019**

for

Teamsters Local 138 Pension Trust Fund

EIN: 11-6170655/PN: 001

The Pension Protection Act of 2006 (“PPA”) added special rules that define funding zones. A plan is first tested for the worst funding zone, and then successively better zones.

| | Condition Met? |
|--|-------------------------------------|
| I. Critical & Declining Status: | TRUE |
| 1. Does the Plan meet the Critical Status criteria below? | TRUE |
| 2. Is the Plan projected to go insolvent in the current or next 14 years? | TRUE |
| 3. Is the Plan projected to go insolvent in the current or next 19 years, and have a funding percentage below 80% or have a ratio of active to inactive in excess of 2 to 1? | TRUE |
| II. Critical Status—The Plan will be certified as Critical if it meets any one of the five following tests: | TRUE |
| 1. The Plan has a funded ratio of less than 65%, and the value of Plan assets plus projected contributions is less than the value of projected Plan benefits and expenses to be paid for the current and six succeeding plan years. | TRUE |
| 2. The Plan has a funded ratio of less than 65%, and is projected to have an accumulated funding deficiency for the current year or in any of the four succeeding plan years. | TRUE |
| 3. The Plan is projected to have an accumulated funding deficiency for the current plan year or in any of the three succeeding plan years. | TRUE |
| 4. Normal cost plus interest on the unfunded liabilities exceeds contributions, the present value of the vested benefits of inactive employees exceeds the present value of vested benefits of active employees, and the Plan is projected to have an accumulated funded deficiency for the current plan year or in any of the four succeeding plan years. | TRUE |
| 5. The Value of Plan assets plus projected contributions is less than the value of projected benefits and expenses to be paid for the current and four succeeding plan years. | TRUE |
| III. Seriously Endangered Status— Meets both Endangered criterion | TRUE |
| IV. Endangered Status— Meets either criteria | TRUE |
| 1. The ratio of assets to liabilities is less than 80% on the first day of the plan year | TRUE |
| 2. The Plan is projected to have an accumulated funding deficiency for the current plan year or in any of the six succeeding plan years. | TRUE |
| As per the criteria above the Plan is certified as:..... | Critical & Declining |

Cashflows

| PY Beginning (t) | 1/1/2019 | 1/1/2020 | 1/1/2021 | 1/1/2022 |
|-------------------------------|----------------|----------------|----------------|----------------|
| PY Ending (t+1) | 12/31/2019 | 12/31/2020 | 12/31/2021 | 12/31/2022 |
| ROR | 0.067500016 | 0.067500023 | 0.067500056 | 0.067500241 |
| Beginning Value (t) | \$ 24,670,333 | \$ 18,933,048 | \$ 12,643,088 | \$ 5,757,372 |
| Contributions | \$ 617,522 | \$ 603,950 | \$ 587,722 | \$ 569,673 |
| Withdrawal Liability Payments | \$ 43,462 | \$ 43,462 | \$ 43,462 | \$ 43,462 |
| Total Contributions | \$ 660,984 | \$ 647,412 | \$ 631,184 | \$ 613,135 |
| Total Investment Income | \$ 1,423,569 | \$ 1,030,902 | \$ 600,741 | \$ 134,866 |
| Benefits Paid | | | | |
| Actives | \$ (221,520) | \$ (430,554) | \$ (638,193) | \$ (708,688) |
| Terminated Vesteds | (263,576) | (387,738) | (521,396) | (598,172) |
| Disabled Retirees | (131,098) | (127,477) | (123,864) | (120,260) |
| Retirees | (6,030,901) | (5,871,597) | (5,707,232) | (5,538,144) |
| Beneficiaries | (674,743) | (650,909) | (626,956) | (602,943) |
| Total Benefits Paid | \$ (7,321,838) | \$ (7,468,275) | \$ (7,617,641) | \$ (6,005,373) |
| Expenses | \$ (500,000) | \$ (510,000) | \$ (520,200) | \$ (530,604) |
| Ending Value (t+1) | \$ 18,933,048 | \$ 12,633,088 | \$ 5,737,172 | \$ (30,604) |



O'Sullivan
Associates Inc.

Local 138 Pension Trust Fund

Actuarial Valuation Report
12/31/2019

1236 Brace Road, Unit E
Cherry Hill, NJ 08034
(856) 795-7777

November 2019

TABLE OF CONTENTS


| | | |
|-----------|--|-----------|
| 1. | CERTIFICATION OF RESULTS | 1 |
| 2. | VALUATION SUMMARY | 3 |
| 3. | SUMMARY OF KEY FUNDING MEASURES | 4 |
| 4. | PLAN COST | 5 |
| 4.1 | Annual Plan Cost and Margin | 5 |
| 4.2 | Margin Detail | 6 |
| 4.4 | Development of Plan Asset Values | 7 |
| 4.4.1 | Market Value of Assets | 7 |
| 4.4.2 | Value of Assets | 7 |
| 4.4.3 | Actuarial Asset Gain/(Loss) | 8 |
| 4.4.4 | Total Gain/(Loss) | 9 |
| 4.5 | Historical Information | 10 |
| 4.5.1 | Gain/(Loss) | 10 |
| 4.5.2 | Asset Information | 11 |
| 4.5.3 | Employment | 12 |
| 4.5.4 | Funded Percentage | 13 |
| 4.5.5 | Actuarial Value of Assets Expressed as a % of Market Value | 14 |
| 4.6 | Pension Protection Act-Rehabilitation Plan | 15 |
| 5. | ASC NO. 960 DISCLOSURES | 17 |
| 5.1 | Present Value of Accumulated Plan Benefits | 17 |
| 5.2 | Reconciliation of Changes in Present Value of Accumulated Benefits | 17 |
| 6. | GOVERNMENT REPORTING | 18 |
| 6.1 | Summary of Assumptions | 18 |
| 6.2 | Summary of Plan Provisions | 20 |
| 6.3 | Contribution Rates | 24 |
| 6.4 | Funding Standard Account and Minimum Required Contributions | 25 |
| 6.5 | Maximum Deductible Contribution | 25 |
| 6.6 | Current Liability at Beginning of Plan Year | 26 |
| 6.7 | Amortization Schedule for Minimum Required Contribution | 27 |
| 6.8 | Equation of Balance | 28 |
| 7. | DATA SUMMARY | 29 |
| 7.1 | Historical Participation | 29 |
| 7.2 | Flow of Lives | 30 |
| 7.3 | Actives by Age and Benefit Service | 31 |
| 7.4 | New Pensioners | 32 |
| 7.5 | All Pensioners | 32 |
| 7.6 | Distribution of Monthly Pensions | 33 |
| 7.7 | Distribution of Terminated Vested Participants | 34 |

1. Certification of Results

This report was prepared on behalf of the Teamsters Local 138 Pension Trust Fund (EIN: 11-6170655, PN: 001) based on employee data, asset statements and plan documents provided by the Plan Sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

Therefore, to the best of our knowledge and belief, the information presented in this report is complete and accurate, and in our opinion, each assumption used represents our best estimate of anticipated experience under the Plan.

Certified by:



Craig A. Voelker, FSA, EA, MAAA
Enrolled Actuary No.: 20-05537



Vincent Regalbuto ASA, EA, MAAA
Enrolled Actuary No.: 20-8116

**** *This Page Has Been Intentionally Left Blank* ****

2. Valuation Summary

1. Long-Term Funding

Projected annual contributions of \$538,806 (\$61.23 per week) fall short of the total annual cost of benefits of \$9.93 million (\$1,128.55 per week). This leaves a negative margin of \$9.39 million (\$1,067.32 per week). Therefore, the Plan is underfunded and is projected to become insolvent by the Plan Year ending December 31, 2022.

2. Pension Protection Act

The Pension Protection Act (PPA) requires multiemployer plans to disclose the percent level of funding using the actuarial value of assets. As of December 31, 2019 this percentage is 15.1%.

The Plan is under 65% funded, has a funding deficiency, and is projected to become insolvent within the next 14 years. Therefore, the Plan is certified to be in "Critical and Declining Status" (Deep Red Zone).

The Trustees have adopted a Rehabilitation Plan which is fully detailed in section 4.6 of this report. Each year the Rehabilitation Plan needs to be monitored and updated if it is not providing the anticipated funding progress. The Rehabilitation Plan adopted by the Trustees is considered a "safety valve" plan as allowed by §432(e)(3)(A)(ii). This section provides that the Trustees consider all reasonable measures to exit the Red Zone by the end of the Rehabilitation Period, and if the Plan cannot exit the Red Zone in that time frame to consider all reasonable measures to exit at a later time or to forestall insolvency. The Rehabilitation Plan is detailed in section 4.6 of this report.

3. Changes in Assumptions

The Mortality Improvement Scale was updated from MP-2018 to MP-2019 in accordance with new industry standards.

We have changed the annual weeks assumption from 10,000 to 8,800. We will continue to monitor The Plan's experience and recommend assumption changes as necessary.

3. Summary of Key Funding Measures

| | As of December 31 | |
|--|-------------------|-----------------|
| | 2019 | 2018 |
| 1. Current | | |
| <u>Assets</u> | | |
| a at Market | \$ 17,972,111 | \$ 23,869,564 |
| b at Actuarial | \$ 18,290,351 | \$ 25,007,097 |
| c Actuarial / Market (b/a) | 101.8% | 104.8% |
| <u>Present Values</u> | | |
| d Vested Benefits | \$ 120,964,741 | \$ 123,907,061 |
| e Accrued Benefits (Accrued Liability) | \$ 120,987,139 | \$ 123,948,132 |
| <u>Funding Percentages</u> | | |
| f Vested at market (a/d) | 14.9% | 19.3% |
| g Vested at actuarial (b/d) | 15.1% | 20.2% |
| h Accrued at market (a/e) | 14.9% | 19.3% |
| i Accrued at actuarial (b/e) | 15.1% | 20.2% |
| 2. Prospective | | |
| <u>Contributions</u> | | |
| a Minimum Required | \$ 65,452,941 | \$ 55,377,679 |
| b Anticipated | \$ 538,806 | \$ 618,271 |
| c Actual | tbd | \$ 476,381 |
| d Maximum Deductible | \$ 179,436,033 | \$ 175,001,473 |
| e Credit Balance | \$ (64,860,074) | \$ (54,848,373) |
| f Minimum to preserve Credit Balance | \$ 10,414,979 | \$ 10,152,536 |
| <u>Costs</u> | | |
| g Cost of benefits earned in year | \$ 859,639 | \$ 927,965 |
| h Amortization of Unfunded Liability | 9,071,548 | 8,739,790 |
| i Total Cost (g+h) | \$ 9,931,187 | \$ 9,667,755 |
| j Margin (b-i) | \$ (9,392,381) | \$ (9,049,484) |
| 3. Assumptions | | |
| a Interest rate per annum | 4.00% | 4.00% |
| b Weeks in aggregate per year | 8,800 | 10,000 |

4. Plan Cost

4.1 Annual Plan Cost and Margin

There are two component costs to funding a pension plan: the cost of benefits earned in the year and the amortization of the unfunded liability. The sum of the two costs expressed in dollars per week of covered work provides a useful way of expressing the Plan's actuarial cost.

In the context above, margin is the amount, in contributions per week, by which the anticipated contributions differ from the Plan's projected actuarial cost.

The costs below are calculated consistent with a funding policy of paying off the unfunded liability over 15 years assuming asset return of 4.00% annually. The margin, found on Line C below, is negative and indicates that the Plan needs an additional \$1,067.32 per week to pay for all future benefits.

There are many actuarial measures and statistics to measure the state of the Plan's funding. The margin is designed to provide a single simplified statistic for a trustee to get a sense for the level of funding. As long as the margin is positive it is a strong indication that the current benefits are affordable on a long term basis. If negative it is an indication that the overall funding may need to be improved before benefits are affordable.

| | <u>Per Year</u> | <u>Per Week</u> | <u>As a % of Contributions</u> |
|--|------------------|-----------------|--------------------------------|
| A. Anticipated annual contribution* | \$ 538,806 | \$ 61.23 | 100.0% |
| B. Actuarial Costs | | | |
| 1. Cost of benefits earned in the year | \$ 859,639 | \$ 97.69 | 159.5% |
| 2. Amortization of unfunded liability | <u>9,071,548</u> | <u>1,030.86</u> | <u>1683.6%</u> |
| 3. Total annual costs (1+2) | \$ 9,931,187 | \$ 1,128.55 | 1843.1% |
| C. Margin (A-B3) | \$ (9,392,381) | \$ (1,067.32) | -1743.1% |

* Assumes contributions and costs are paid at the end of the month.

4.2 Margin Detail

| | | | |
|--|-------------------|-----------------------|-----------------------------|
| A. As of 12/31/2019 | | | |
| 1. Actuarial liability | \$ 120,987,139 | | |
| 2. Actuarial value of assets | <u>18,290,351</u> | | |
| 3. Unfunded actuarial liability (1-2) | \$ 102,696,788 | | |
| 4. Normal cost | 341,621 | | |
| 5. Expenses | <u>500,000</u> | | |
| 6. Total cost of benefits (4+5) | \$ 841,621 | | |
| 7. Amortization of unfunded liability | \$ 8,881,408 | | |
| B. Anticipated Contribution Income* | | | |
| 1. Projected Employment Units | 8,800 | | As a % of |
| 2. Projected contribution rate | <u>\$ 61.23</u> | <u>\$/Week</u> | <u>Contributions</u> |
| 3. Anticipated annual contribution (1x2) | \$ 538,806 | \$ 61.23 | 100.0% |
| C. Actuarial Costs* | | | |
| 1. Cost of benefits earned in the year | \$ 859,639 | \$ 97.69 | 159.5% |
| 2. Amortization of unfunded liability | <u>9,071,548</u> | <u>1,030.86</u> | <u>1683.6%</u> |
| 3. Total annual costs (1+2) | \$ 9,931,187 | \$1,128.55 | 1843.1% |
| D. Margin (B3-C3) | \$(9,392,381) | \$(1,067.32) | -1743.1% |
| E. Market value of assets | \$ 17,972,111 | | |
| F. Spread Statistic | -1.8% | | |
| G. Margin using assets at market | \$ (9,420,492) | \$(1,070.51) | -1748.3% |

* Assumes contributions and costs are paid at the end of the month.

4.4 Development of Plan Asset Values

4.4.1 Market Value of Assets

| | <u>Total Fund</u> |
|---|-------------------|
| A. Assets at 12/31/2018 | \$ 23,869,564 |
| B. Employer contributions | \$ 476,381 |
| C. Employer Withdrawal Liability Payments | \$ 43,462 |
| D. Investment income: | |
| 1. Interest and dividends | \$ 449,656 |
| 2. Realized/unrealized gain/(loss) | 694,380 |
| 3. Investment fees | <u>(44,718)</u> |
| 4. Total investment income | \$ 1,099,318 |
| E. Distributions: | |
| 1. Benefit payments | \$ (7,073,675) |
| 2. Administrative expenses | <u>(442,939)</u> |
| 3. Total distributions | \$ (7,516,614) |
| F. Market value at 12/31/2019 | \$ 17,972,111 |
| G. Average invested assets $(A + .5 \times ((B+C)+E3))$ | \$ 20,247,097 |
| H. Rate of return, $D4 \div G$ | 5.43% |

4.4.2 Value of Assets

| | |
|-------------------------------|---------------|
| A. Market value at 12/31/2019 | \$ 17,972,111 |
|-------------------------------|---------------|

Development of amount deferred

| <u>Year Ending</u> <u>December 31</u> | <u>Unexpected</u> <u>Amount</u> | <u>Percentage</u> <u>Deferred</u> | <u>Deferred</u> <u>Amount</u> |
|--|------------------------------------|--------------------------------------|----------------------------------|
| 1. 2016 | \$ 450 | 20% | \$ 90 |
| 2. 2017 | 1,244,935 | 40% | 497,974 |
| 3. 2018 | (1,746,418) | 60% | (1,047,852) |
| 4. 2019 | 289,435 | 80% | <u>231,548</u> |

| | |
|--|---------------|
| B. Total deferred amount | \$ (318,240) |
| C. Preliminary actuarial value of assets (A-B) | 18,290,351 |
| D. 80% of market value | 14,377,689 |
| E. 120% of market value | 21,566,533 |
| F. Actuarial value at 12/31/2019 (C not less than D or greater than E) | \$ 18,290,351 |

4.4.3 Actuarial Asset Gain/(Loss)

| | | | |
|---|------------------------------------|--|------------------------------------|
| A. Actuarial assets at 12/31/2018 | \$ 25,007,097 | | |
| B. Investment income: | | | |
| 1. Expected income (net of investment expenses) | \$ 809,883 | | |
| <u>Development of amount recognized</u> | | | |
| <u>Year Ending</u> <u>December 31</u> | <u>Unexpected</u> <u>Amount</u> | <u>Percentage</u> <u>Recognized</u> | <u>Recognized</u> <u>Amount</u> |
| 2015 | \$ (2,437,690) | 20% | \$ (487,538) |
| 2016 | 450 | 20% | 90 |
| 2017 | 1,244,935 | 20% | 248,987 |
| 2018 | (1,746,418) | 20% | (349,284) |
| 2019 | \$ 289,435 | 20% | <u>\$ 57,887</u> |
| 2. Total recognized amount | | | \$ (529,858) |
| 3. Forced recognition (due to +/-20% corridor) | | | \$ 0 |
| 4. Total investment income (1+2+3) | | | \$ 280,025 |
| C. Employer contributions | | | \$ 476,381 |
| D. Employer Withdrawal Liability Payments | | | \$ 43,462 |
| E. Distributions: | | | |
| 1. Benefit payments | | | \$ (7,073,675) |
| 2. Administrative expenses | | | <u>(442,939)</u> |
| 3. Total distributions | | | \$ (7,516,614) |
| F. Actuarial value at 12/31/2019 | | | \$ 18,290,351 |
| G. Average invested assets (A+.5 x ((C+D)+E3)) | | | \$ 21,508,712 |
| H. Rate of return (B4÷G) | | | 1.30% |
| I. Assumed rate of return | | | 4.00% |
| J. Expected income (I x G) | | | \$ 860,348 |
| K. Asset gain/(loss) (B4-J) | | | \$ (580,323) |

4.4.4 Total Gain/(Loss)

| | |
|--|--------------------|
| A. Unfunded accrued liability (UAL) at 12/31/2018 | \$ 98,941,035 |
| B. Annual cost of benefits and expenses at 12/31/2018 | 908,515 |
| C. Less contributions | (519,843) |
| D. Interest on A, B, and C | <u>3,984,519</u> |
| E. Expected unfunded accrued liability at 12/31/2019 (A+B+C+D) | \$ 103,314,226 |
| F. Preliminary UAL before changes at 12/31/2019 | <u>103,186,289</u> |
| G. Total gain/(loss), (E-F) | \$ 127,937 |
| H. Change due to: | |
| 1. Assumption change | \$ (489,501) |
| 2. Plan amendments | 0 |
| 3. Method change | <u>0</u> |
| I. Subtotal changes | \$ (489,501) |
| J. Actual unfunded accrued liability at 12/31/2019 (F+I) | \$ 102,696,788 |
| K. Gain/(loss) due to: | |
| 1. Asset experience | \$ (580,323) |
| 2. Expenses | 67,765 |
| 3. Demographic experience | <u>640,495</u> |
| 4. Total gain/(loss) | \$ 127,937 |

4.5 Historical Information

4.5.1 Gain/(Loss)

| Plan Year Ending 12/31 | Assets | Operational Expense | Demographic Assumptions | Total Gain/(Loss) |
|------------------------------|--------------|------------------------|----------------------------|----------------------|
| 2006 | \$ (742,903) | \$ (4,260) | \$ 122,455 | \$ (624,708) |
| 2007 | 728,986 | (130,616) | (146,599) | 451,771 |
| 2008 | (9,694,709) | (125,125) | (679,865) | (10,499,699) |
| 2009 | (2,029,811) | (14,270) | 270,822 | (1,773,259) |
| 2010 | (936,224) | 104,079 | 15,633 | (816,512) |
| 2011 | (1,411,753) | (52,111) | (419,845) | (1,883,709) |
| 2012 | (1,305,170) | 226,546 | (327,443) | (1,406,067) |
| 2013 | 2,269,047 | 276,786 | (2,124,806) | 421,027 |
| 2014 | 862,930 | 106,392 | (238,413) | 730,909 |
| 2015 | (239,779) | 84,136 | 562,283 | 406,640 |
| 2016 | 322,767 | 116,893 | 681,584 | 1,121,244 |
| 2017 | 307,306 | 62,450 | 663,006 | 1,032,762 |
| 2018 | (815,086) | 78,944 | 883,099 | 146,957 |
| 2019 | (580,323) | 67,765 | 640,495 | 127,937 |
| Average | \$ (947,480) | \$ 56,972 | \$ (6,971) | \$ (897,479) |

Gain/loss analysis is one of the most important tools available to an actuary to ensure that their model of the Plan's funding is accurate. The exhibit above shows the total gain/(loss) broken down into three components: assets, operational expenses, and demographic assumptions.

The gain on assets is very unpredictable due to the unpredictable returns on the market value of assets. Moreover, the gain/(loss) on assets is greatly influenced by the smoothing method. The pattern of asset gains is discussed later in this report.

After itemizing the gain/(loss) on assets and expenses, what remains is the gain/loss on all the other demographic assumptions including retirement, turnover, disability, and mortality rates. Over time, to remain confident in the future funding, it is important that the gains and losses on the demographic assumptions average a relatively small number.

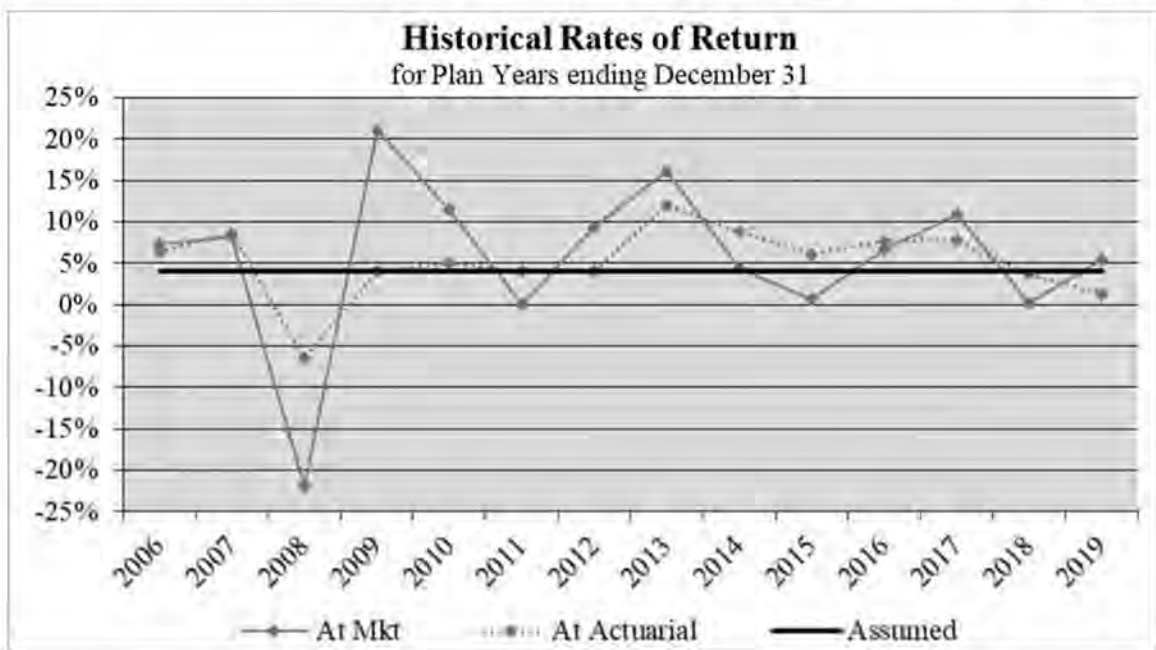
For the last fourteen years, the Plan has experienced both gains and losses on demographic assumptions. However, there was a larger than expected loss during 2013 which was mostly the result of twenty-one (21) separated vested participant "pickups" who were determined to be vested because of service earned during 1998.

4.5.2 Asset Information

For Plan Years Ending December 31

Rates of Return

| | <u>Contributions*</u> | <u>Withdrawal Liability Payments</u> | <u>Benefits</u> | <u>Expenses</u> | <u>Market Investment Income</u> | <u>Market Value of Assets</u> | <u>At Market</u> | <u>At Actuarial</u> | |
|--------|-----------------------|--|-----------------|-----------------|---|-----------------------------------|---------------------------|-------------------------|------|
| 2006 | \$1,218,792 | | \$ (6,544,748) | \$ (583,821) | \$ 5,158,144 | \$ 72,982,162 | 7.3% | 6.4% | |
| 2007 | 1,158,356 | | (6,492,348) | (650,479) | 5,771,991 | 72,769,682 | 8.2% | 8.6% | |
| 2008 | 1,253,110 | \$ 316,420 | (6,498,143) | (847,735) | (15,369,740) | 51,623,594 | -22.0% | -6.5% | |
| 2009 | 1,242,128 | 11,950 | (6,591,027) | (674,496) | 10,274,953 | 55,887,102 | 21.1% | 4.1% | |
| 2010 | 1,137,408 | 14,939 | (6,637,470) | (615,824) | 6,063,568 | 55,849,723 | 11.5% | 5.1% | |
| 2011 | 1,074,590 | 5,976 | (6,805,811) | (772,014) | 28,682 | 49,381,146 | 0.1% | 4.0% | |
| 2012 | 984,788 | 311,951 | (6,858,136) | (493,357) | 4,326,648 | 47,653,040 | 9.3% | 4.0% | |
| 2013 | 897,400 | 3,679 | (6,990,057) | (443,117) | 7,145,016 | 48,265,961 | 16.1% | 12.0% | |
| 2014 | 849,996 | 0 | (6,871,909) | (463,316) | 1,976,002 | 43,756,734 | 4.4% | 8.8% | |
| 2015 | 751,889 | 38,917 | (6,906,012) | (485,572) | 254,197 | 37,449,070 | 0.7% | 6.1% | |
| 2016 | 695,223 | 359,780 | (6,917,273) | (452,813) | 2,315,125 | 33,449,112 | 6.8% | 7.7% | |
| 2017 | 623,959 | 43,463 | (7,037,523) | (455,465) | 3,272,385 | 29,895,931 | 10.9% | 7.7% | |
| 2018 | 517,961 | 955,259 | (7,124,813) | (438,971) | 64,197 | 23,869,564 | 0.2% | 3.7% | |
| 2019 | 476,381 | 43,462 | (7,073,675) | (442,939) | 1,099,318 | \$ 17,972,111 | 5.4% | 1.3% | |
| Totals | \$ 12,881,981 | \$ 2,105,796 | \$ (95,348,945) | \$ (7,819,919) | \$ 32,419,403 | | | | |
| | | | | | | | 14-year geometric average | 5.2% | 5.1% |

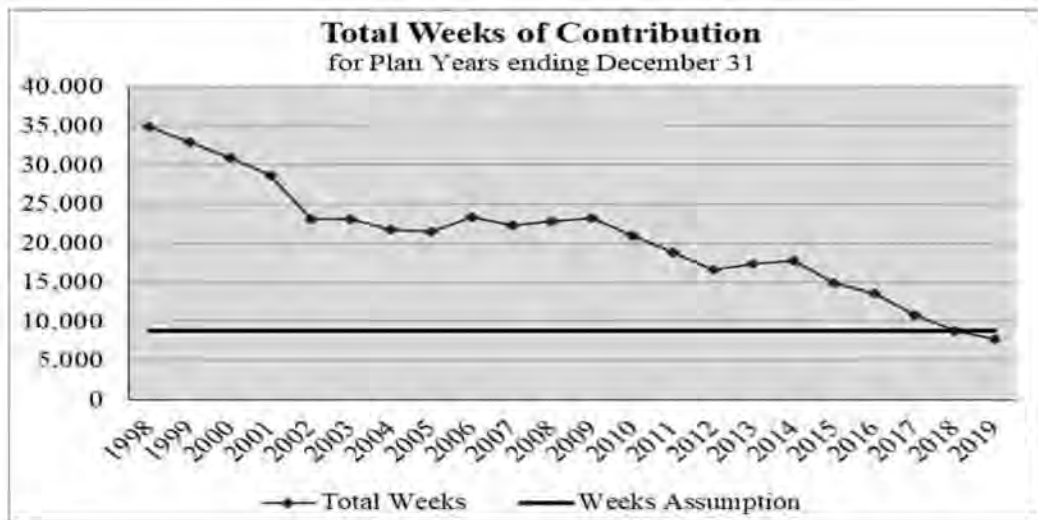


* Includes employer surcharges.

4.5.3 Employment

| Plan Year Ending 12/31 | Contribution Income | Average Number of Actives | Average Contribution Rate | Employment Weeks for Valuation ¹ |
|------------------------------|------------------------|------------------------------------|---------------------------------|---|
| 2000 | | | | 30,876 |
| 2001 | | | | 28,726 |
| 2002 | | | | 23,103 |
| 2003 | | | | 23,042 |
| 2004 | | | | 21,839 |
| 2005 | | | | 21,503 |
| 2006 | \$ 1,218,792 | 434.5 | \$ 52.07 | 23,407 |
| 2007 | 1,158,356 | 415.0 | 52.07 | 22,246 |
| 2008 | 1,253,110 | 414.5 | 55.03 | 22,771 |
| 2009 | 1,242,128 | 420.5 | 53.45 | 23,239 |
| 2010 | 1,137,408 | 401.0 | 54.37 | 20,920 |
| 2011 | 1,074,590 | 371.5 | 57.09 | 18,823 |
| 2012 | 984,788 | 357.0 | 54.75 | 16,591 |
| 2013 | 897,400 | 342.5 | 47.86 | 17,381 |
| 2014 | 849,996 | 326.5 | 47.83 | 17,771 |
| 2015 | 751,889 | 307.0 | 50.54 | 14,877 |
| 2016 | 695,223 | 269.5 | 51.44 | 13,515 |
| 2017 | 623,959 | 241.5 | 58.09 | 10,741 |
| 2018 | 517,961 | 219.5 | 58.67 | 8,829 |
| 2019 | 476,381 | 188.0 | \$ 61.83 | 7,705 |

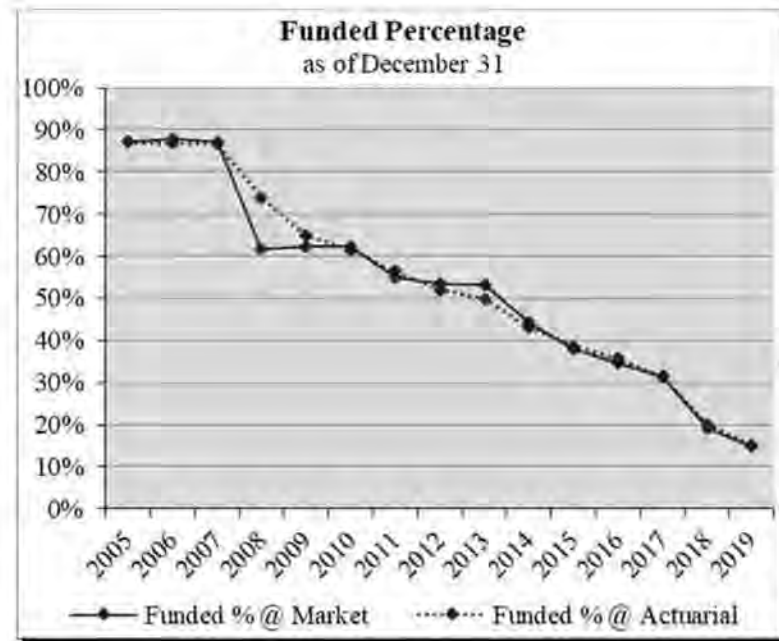
The employment assumption included in the valuation is 8,800 weeks per year. This assumption should be set at a level that represents a long-term average.



¹ Total weeks for valuation is derived by dividing actual contributions by last year's projected contribution rate, and will not necessarily match reported hours by the Fund Office. Total weeks for years prior to 2006 were provided by the Fund Office.

4.5.4 Funded Percentage

| As of 12/31 | Market Value of Assets | Present Value of Accrued Benefits | Funded Percentage |
|----------------|------------------------------|--|----------------------|
| 2006 | \$ 72,982,162 | \$ 83,186,259 | 87.7% |
| 2007 | 72,769,682 | 83,291,231 | 87.4% |
| 2008 | 51,623,594 | 83,835,230 | 61.6% |
| 2009 | 55,887,102 | 89,855,922 | 62.2% |
| 2010 | 55,849,723 | 89,539,020 | 62.4% |
| 2011 | 49,381,146 | 89,602,886 | 55.1% |
| 2012 | 47,653,040 | 89,247,736 | 53.4% |
| 2013 | 48,265,961 | 90,499,078 | 53.3% |
| 2014 | 43,756,734 | 98,417,552 | 44.5% |
| 2015 | 37,449,070 | 98,630,993 | 38.0% |
| 2016 | 33,449,112 | 96,649,442 | 34.6% |
| 2017 | 29,895,931 | 95,526,391 | 31.3% |
| 2018 | 23,869,564 | 123,948,132 | 19.3% |
| 2019 | \$ 17,972,111 | \$ 120,987,139 | 14.9% |



The Funded Percentage is a statistic commonly followed by Trustees. It provides an alternative measure of the Plan's current level of funding. The Funded Percentage compares the market value of assets to the value of benefits accrued as of the valuation date. Based on the market value of assets of \$17,972,111 and the total value of accumulated benefits of \$120,987,139 the Funded Percentage is 14.9% as of December 31, 2019.

The fact that the Funded Percentage is under 100% means that there are unfunded accumulated benefits when valuing the Plan on an ongoing basis. It does not necessarily imply that the Plan is underfunded on a long term basis because it makes no consideration of future contributions relative to future costs.

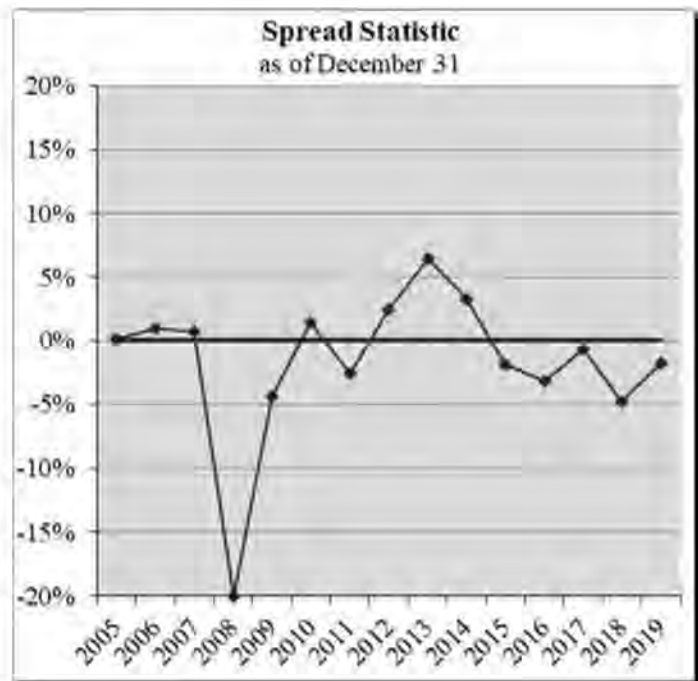
The Margin is the best single statistic to get a sense of how well funded the Plan is on a long term basis.

Moreover, the Funded Percentage is not a measure of funding on a Plan-termination basis. That would require a different interest assumption.

The Funded Percentage as per the Pension Protection Act uses the actuarial value of assets and is 15.1% as of December 31, 2019.

4.5.5 Actuarial Value of Assets Expressed as a % of Market Value

| As of 12/31 | Actuarial Value of Assets | Actuarial Value as a Percent of Market Value |
|----------------|---------------------------------|--|
| 2006 | \$ 72,278,531 | 99.0% |
| 2007 | 72,219,518 | 99.2% |
| 2008 | 61,948,312 | 120.0% |
| 2009 | 58,327,750 | 104.4% |
| 2010 | 55,037,238 | 98.5% |
| 2011 | 50,630,135 | 102.5% |
| 2012 | 46,483,397 | 97.5% |
| 2013 | 45,137,520 | 93.5% |
| 2014 | 42,343,127 | 96.8% |
| 2015 | 38,137,955 | 101.8% |
| 2016 | 34,506,817 | 103.2% |
| 2017 | 30,087,404 | 100.6% |
| 2018 | 25,007,097 | 104.8% |
| 2019 | \$ 18,290,351 | 101.8% |



The three primary measures that help an actuary assess how well funded a Plan is on a long-term basis are:

1. Margin,
2. Gain/loss analysis and an assessment of assumptions, and
3. Spread, defined as the difference between the market and actuarial value of assets expressed as a percentage of the market value of assets.

The Margin and assumptions were covered in earlier section ns.

The third factor is the Spread statistic. When positive it represents a cushion to help offset potential future unfavorable investment experience. Conversely, when the actuarial value is greater than the market value the Spread turns negative. When this is the case future investment returns over and above the assumed return are necessary over time to restore the market value of assets equal to the actuarial value.

Currently the Spread is -1.8%.

4.6 Pension Protection Act-Rehabilitation Plan

The Plan is certified to be in the Deep Red Zone, (Critical and Declining Status) as of December 31, 2019 because it is under 65% funded, is projected to have a funding deficiency within the next four years, is projected to become insolvent in the current or next 19 years, and its ratio of inactive to active participants is in excess of 2 to 1.

The Trustees have implemented a Rehabilitation Plan (RP) as per the Pension Protection Act (PPA). The Rehabilitation Plan is as follows:

| <u>Date Summary</u> | |
|--------------------------------------|-----------------------|
| Initial Critical Zone Certification: | January 1, 2008 |
| Adoption Period: | 1/1/2008 – 12/31/2010 |
| Rehabilitation Period: | 1/1/2011 – 12/31/2020 |

Original Rehabilitation Plan

Benefit Changes

- a) Benefit accrued as of December 31, 2008: 25&Out Retirement provision is frozen. That is, participants who retire on and after 1/1/2009 with 25 or more years of Benefit Service (including Benefit Service earned after 1/1/2009) can commence receiving their benefit accrued as of 12/31/2008 without reduction.
- b) Benefits earned on and after January 1, 2009: In accordance with the 1% Benefit Schedule summarized later in this report (in the Plan Provision Summary, Section 6.2).
 - i) Normal Retirement Age shall be the later of age 65 and the 5th anniversary of the date of participation;
 - ii) Benefit Accruals with respect to a Plan participant for a Plan Year shall be based on the highest contribution rate during such Plan Year for which contributions were required to be made on behalf of such participant.
- c) A Plan participant's benefits shall equal to the sum of the benefits set forth in (a) and (b), above.

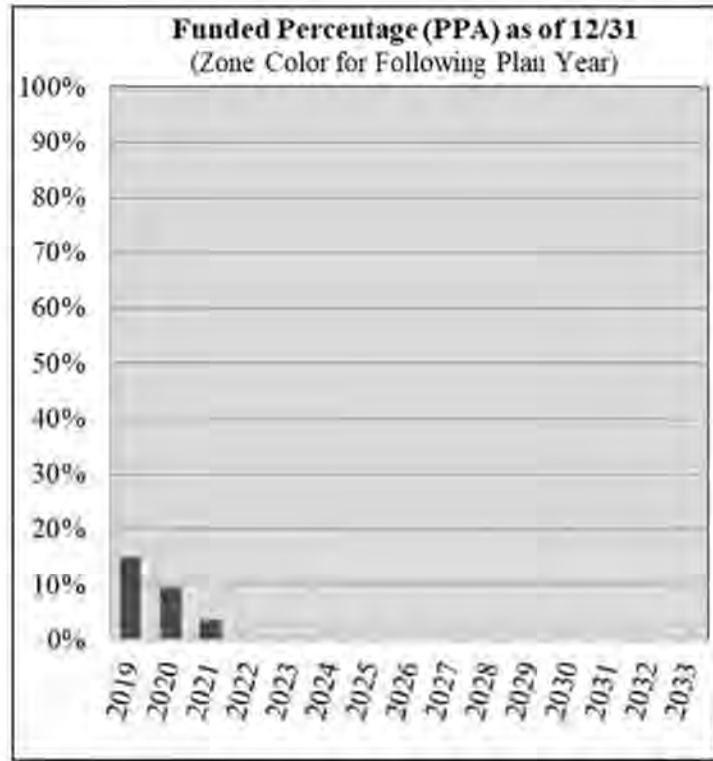
Contribution increases

In addition to the weekly contribution rate each employer will pay an additional "basic" contribution rate equal to an employer's estimated annual withdrawal liability payments, if the employer were to withdraw in 2009.

2010 Update to the Rehabilitation Plan

The contribution rate will be increased 10% to the employer's 2008 contribution rate.

The chart below projects the funded percentage into the future assuming that there are no gains or losses on demographic assumptions and that the market value of assets returns the assumed rate of 6.75%. The charts show the Plan going insolvent by December 31, 2022. Below the charts is an explanation of why the Plan is not expected to emerge from critical status.



Explanation of Why Plan is not Expected to Emerge from Critical and Declining Status

The severe economic downturn of 2008/2009 has created a tremendous funding burden related to the loss in asset value and reduction in employment (and future contributions). As a result, the plan sponsor determined that, based on reasonable actuarial assumptions and upon exhaustion of all reasonable measures, the plan cannot reasonably be expected to emerge from critical status by the end of the rehabilitation period.

After reviewing the options, the Trustees believed that the originally required contribution increases would cause employers to withdraw from the Plan leading to an acceleration of the insolvency date, financial assistance from the PBGC, and benefit cuts.

Based upon the above, the Trustees have selected the schedule of benefits described above as permitted by IRC §432(e)(3)(A)(ii), also known as a “safety valve” schedule, which is intended to forestall insolvency.

2016 Update to the Rehabilitation Plan

Since the Rehabilitation Plan is considered a “safety valve” plan as allowed by §432(e)(3)(A)(ii), and the Plan is forestalling insolvency, no Rehabilitation Plan update is required for the 2019 Plan Year.

5. ASC No. 960 Disclosures

5.1 Present Value of Accumulated Plan Benefits

As of 12/31/2019

| | |
|--|-------------------|
| A. Present Value of Vested Benefits: | |
| 1. Participants currently receiving payments | \$ 79,659,417 |
| 2. Other vested benefits | <u>41,305,324</u> |
| 3. Subtotal vested benefits | \$ 120,964,741 |
| B. Present Value of Non-Vested Benefits | <u>22,398</u> |
| C. Present Value of Accumulated Benefits (A+B) | \$ 120,987,139 |

The ASC No. 960 values were computed using the same assumptions as those used for determining funding requirements.

5.2 Reconciliation of Changes in Present Value of Accumulated Benefits

| | |
|--|------------------|
| A. Present Value of Accumulated Benefits at Prior Valuation Date | \$ 123,948,132 |
| B. Changes During the Year Due to: | |
| 1. Benefits accumulated and net gains | \$ (214,269) |
| 2. Benefits paid | (7,073,675) |
| 3. Assumption changes | (489,501) |
| 4. Method changes | 0 |
| 5. Plan amendments | 0 |
| 6. Passage of time | <u>4,816,452</u> |
| 7. Total change | \$ (2,960,993) |
| C. Present Value of Accumulated Benefits at Current Valuation Date | \$ 120,987,139 |

6. Government Reporting

6.1 Summary of Assumptions

| Mortality | <p>Actives: RP- 2014 Blue Collar Employee Sex Distinct Table using scale MP-2019 generational mortality improvement from the year 2015.</p> <p>Disabled: RP- 2014 Disabled Retiree Sex Distinct using scale MP-2019 generational mortality improvement from the year 2015.</p> <p>Retirees: RP- 2014 Blue Collar Annuitant Sex Distinct using scale MP-2019 generational mortality improvement from the year 2015.</p> | | | | | | | | | | | | | | | | |
|----------------------------------|---|------------|-------------|--------|------|-------|------|-------|------|----|------|-------|------|----|------|-------|------|
| Withdrawal Rates | <p>Table T-5</p> <p>Once retirement rates start, withdrawal rates stop.</p> | | | | | | | | | | | | | | | | |
| Retirement Age | <p>Inactive vested participants are assumed to retire at age 65.</p> <p>Actives rates, once reaching 25 years of Benefit Service or age 65:</p> <table border="0" style="margin-left: 40px;"> <thead> <tr> <th style="text-align: left;"><u>Age</u></th> <th style="text-align: left;"><u>Rate</u></th> </tr> </thead> <tbody> <tr> <td>45 -49</td> <td>.100</td> </tr> <tr> <td>50-54</td> <td>.075</td> </tr> <tr> <td>55-61</td> <td>.150</td> </tr> <tr> <td>62</td> <td>.300</td> </tr> <tr> <td>63-64</td> <td>.200</td> </tr> <tr> <td>65</td> <td>.500</td> </tr> <tr> <td>66-69</td> <td>.250</td> </tr> </tbody> </table> <p>When Benefit Service first reaches 25 years, add 25% to the rate if date of hire is prior to 2000.</p> | <u>Age</u> | <u>Rate</u> | 45 -49 | .100 | 50-54 | .075 | 55-61 | .150 | 62 | .300 | 63-64 | .200 | 65 | .500 | 66-69 | .250 |
| <u>Age</u> | <u>Rate</u> | | | | | | | | | | | | | | | | |
| 45 -49 | .100 | | | | | | | | | | | | | | | | |
| 50-54 | .075 | | | | | | | | | | | | | | | | |
| 55-61 | .150 | | | | | | | | | | | | | | | | |
| 62 | .300 | | | | | | | | | | | | | | | | |
| 63-64 | .200 | | | | | | | | | | | | | | | | |
| 65 | .500 | | | | | | | | | | | | | | | | |
| 66-69 | .250 | | | | | | | | | | | | | | | | |
| Future Employment | 8,800 annual weeks of service | | | | | | | | | | | | | | | | |
| Contribution Rate | \$58.67 per week | | | | | | | | | | | | | | | | |
| Definition of Active | Any participant completing 200 hours of service in covered employment in a calendar year | | | | | | | | | | | | | | | | |
| Percent Married | 80% | | | | | | | | | | | | | | | | |
| Net Investment Return | 4.00% | | | | | | | | | | | | | | | | |
| Administrative Expenses | \$500,000 | | | | | | | | | | | | | | | | |
| Actuarial Value of Assets | The market value of assets less unrecognized returns in each of the last five years. Unrecognized return is equal to the difference between the actual market return and the expected return on the market value, and is | | | | | | | | | | | | | | | | |

recognized over a five year period. The actuarial value is further adjusted, if necessary, to be within 20% of the market value.

Actuarial Cost Method Unit Credit

RPA '94 Current liability Assumptions Interest: 2.95%; Last year it was 3.06%.
Mortality: As per IRS Regulation §1.430(h)(3)-1

Assumption Changes

Mortality Mortality Scale changed from MP-2018 to MP-2019

Employment Total weeks of Employment were reduced from 10,000 to 8,800.

Rationale for Assumptions

Demographic The demographic rates utilized are standard tables that approximate recent historical demographic experience, and adjusted to reflect anticipated future experience and professional judgment. A comparison of actual vs. expected decrements, and aggregate liability gain/loss analysis were used to validate the demographic assumptions.

Administrative Expense and Employment The Administrative Expense and Employment assumptions approximate recent historical experience, and adjusted to reflect anticipated future experience and professional judgment. When appropriate we include the expectations of Trustees and co-professionals for these assumptions.

Investment Return The investment return assumption is a long-term estimate that is based on historical experience, future market expectations, and professional judgment. We have utilized the investment manager's capital market expectations, and have compared those expectations with a broader market survey.

6.2 Summary of Plan Provisions

| | |
|------------------------|--|
| Plan Year | January 1 through December 31 |
| Coverage | Employees of a contributing employer covered by a CBA with Local 802 (successor to Local 138), including employees of the Local 138 Pension Plan, are eligible for membership in the Plan. Certain former employees of Local 138, including certain current employees of Local 802, are also eligible. |
| Credited Hours | A Participant will earn 50 credited hours in any calendar week for which a weekly contribution is required to be made to the Fund on his or her behalf. |
| Vesting Service | One year for each calendar year in which the participant earns at least 1,000 hours of credited hours. |
| Benefit Service | 1/12 th per month, with months defined as follows: |

| | |
|-----------------|--|
| | <u>Month Definition</u> |
| pre-1997: | Each calendar month with at least one week of work |
| 1998 and after: | 1/12 th per 200 hours of work |

Benefit Service is limited to one per year.

Vesting 100% vesting after 5 years of vesting service

Normal & Statutory Retirement

Eligibility Age 65 and 5 years of Participation or 5 years of vesting

Benefit Amount Prior to 1/1/2009 (Pre-Rehabilitation Plan Accrual)
 The monthly benefit payable is based on the Minimum Weekly Contribution Rate and is 4% of amount in the table below for each year of Benefit Service to a maximum of 25 years. Payable for life.

Column Key:

(1) Minimum Weekly Contribution Rate: rate of employer contributions for a minimum of 6 months out of the last 36

(2) Monthly Benefit (next page):

| <u>(1)</u> | <u>(2)</u> | <u>(1)</u> | <u>(2)</u> | <u>(1)</u> | <u>(2)</u> | <u>(1)</u> | <u>(2)</u> |
|------------|------------|------------|------------|------------|------------|------------|------------|
| \$2 | \$110 | \$22 | \$480 | \$42 | \$945 | \$62 | \$1,325 |
| 4 | 150 | 24 | 510 | 44 | 985 | 64 | 1,355 |
| 6 | 200 | 26 | 560 | 46 | 1,035 | 66 | 1,390 |
| 8 | 240 | 28 | 620 | 48 | 1,080 | 68 | 1,490 |
| 10 | 290 | 30 | 670 | 50 | 1,125 | 70 | 1,600 |
| 12 | 315 | 32 | 720 | 52 | 1,160 | 72 | 1,655 |
| 14 | 340 | 34 | 760 | 54 | 1,190 | 74 | 1,695 |
| 16 | 370 | 36 | 805 | 56 | 1,225 | 76+ | \$1,735 |
| 18 | 400 | 38 | 845 | 58 | 1,255 | | |
| 20 | \$425 | 40 | \$895 | 60 | \$1,290 | | |

The 4% above is for participants who terminated employment after December 31, 1994. The 4% has been increased over time as follows:

| Termination Date | | |
|------------------|--|------|
| 1985 – 1994 | | 3.9% |
| 1979 – 1984 | | 3.6% |
| Prior to 1979 | | 3.3% |

For participants retiring with at least 2 years of Benefit Service after December 31, 1981, the monthly benefit set forth above is increased by 3% for each year of Benefit Service earned prior to 1/1/2009 in excess of 25 up to a maximum of 15 years.

For participants who retired or terminated employment without earning at least one month of Benefit Service after January 1, 1995, different benefit schedules apply.

On and After 1/1/2009 (Post-Rehabilitation Plan Accrual)

The monthly benefit payable for life is $A \times [B \times (52/12)] \times 1\%$ where:

- A. Is the highest contribution rate in the year
- B. Is the number of months of Benefit Service in the year

The following table shows the amount earned if 52 weeks are worked at the contribution rate.

Column Key:

- (1) Highest Employer contribution rate for the Plan Year
- (2) Monthly benefit for 12 months of benefit service earned during a Plan Year

| | | | | | |
|------|--------|------|---------|------|---------|
| (1) | (2) | (1) | (2) | (1) | (2) |
| \$10 | \$5.20 | \$32 | \$16.64 | \$56 | \$29.12 |
| 12 | 6.24 | 34 | 17.68 | 58 | 30.16 |
| 14 | 7.28 | 36 | 18.72 | 60 | 31.20 |
| 16 | 8.32 | 38 | 19.76 | 62 | 32.24 |
| 18 | 9.36 | 40 | 20.80 | 64 | 33.28 |
| 20 | 10.40 | 42 | 21.84 | 66 | 34.32 |
| 22 | 11.44 | 44 | 22.88 | 68 | 35.36 |
| 23 | 11.96 | 46 | 23.92 | 70 | 36.40 |
| 24 | 12.48 | 48 | 24.96 | 71 | 36.92 |
| 26 | 13.52 | 50 | 26.00 | 72 | 37.44 |
| 28 | 14.56 | 52 | 27.04 | 74 | 38.48 |
| 30 | 15.60 | 54 | 28.08 | 76+ | 39.52 |

Early Retirement

| | |
|-------------|---|
| Eligibility | Age 55 and 15 years of Benefit Service but less than 25 years of benefit Service |
| Amount | Normal Retirement benefit actuarially reduced to allow for its early commencement |

25 Year Retirement

| | |
|-------------|--|
| Eligibility | 25 years of Benefit Service |
| Amount | Normal Retirement benefit accrued prior to 1/1/2009 without reduction. |

Disability

| | |
|-------------|---|
| Eligibility | Receiving disability benefits under the Social Security Act |
| Amount | Normal Retirement benefit actuarially reduced except that if payment commences prior to the participant's attainment of age 55, the amount otherwise payable at age 55 will be further reduced actuarially based on the UP-84 mortality table and 6% interest |

Normal & Optional Forms

The Normal Form of benefit for an unmarried participant is a life annuity. For a married participant it is a qualified joint and 50% survivor annuity actuarially equivalent to the life annuity.

Optional forms include:

- Qualified Joint and 50% Survivor annuity
- Qualified Joint and 75% Survivor annuity

Spouse's Benefits

| | |
|-------------------|--|
| Before Retirement | The minimum death benefit required by the Retirement Equity Act is payable upon the death of an active vested or terminated vested participant prior to commencement of benefits. |
| After Retirement | The normal form of retirement benefit is a straight life annuity for unmarried retirees and an actuarially equivalent qualified joint and 50% survivor annuity for married retirees. Prior to commencement of benefits, death benefits are provided in accordance with section a. above. |

Suspension of Benefits

A member's benefit is suspended while working over the hour threshold while in Disqualifying Employment.

| | |
|-----------------|---|
| Hours Threshold | ➤ Under Normal Retirement Age: 40 hours ➤ Over Normal Retirement Age: 40 hours |
|-----------------|---|

Disqualifying Employment

Any employment meeting the following criteria:

- The same industry covered by the plan at the effective date of the Employee's pension;
- The same professional trade or craft in which the effected Employee worked at any time that was classed as Benefit Service for him.

Recalculation of
Benefit

- Upon second retirement, a member's benefit will be recalculated based on all years of Benefit Service, both before and after the period of retirement and on the benefit schedule and rate of Employer contribution upon which his earlier retirement benefit was based.
- If the participant earned three or more years of Benefit Service after his or her return to employment, the recalculation shall also reflect the benefit schedule in effect at the time of his or her later retirement and the rate of Employer contribution during the last 36 full months of contributions received by the Fund on his or her behalf prior to his or her later retirement.

If such recalculation is required, the resultant benefit shall be reduced to reflect the actuarial value of any payments made to the pensioner prior to his or her attainment of age 65 unless such payments were made to him or her as a pensioner under the Twenty-Five Year Retirement.

6.3 Contribution Rates

| <u>Employer</u> | <u>Actives as of 12/31/2019</u> | <u>% of Actives</u> | <u>Projected Average Contribution Rate for 2020</u> |
|---------------------------|---|-------------------------|---|
| Krasdale (total) | 118 | 67.0% | \$ 58.01 |
| Academy Chair | 6 | 3.4% | 41.80 |
| Grocery Haulers (GHI) | 5 | 2.8% | 72.00 |
| L&J Trucking | 9 | 5.1% | 30.80 |
| L138 Pen Trust Fund (PTF) | 1 | 0.6% | 83.60 |
| Quaker Sugar | 4 | 2.3% | 25.30 |
| SLB Transportation | 33 | 18.8% | \$ 86.60 |
| Total | 176 | 100.0% | \$ 61.23 |

6.4 Funding Standard Account and Minimum Required Contributions

Rules for determining minimum required and maximum deductible contributions are set forth in IRC Sections 431 and 404, respectively. Since deductibility may be affected by factors not considered here, the deductibility and timing of contributions should be reviewed with tax counsel.

| | <u>Actual</u> | <u>Projected</u> |
|---|------------------|------------------|
| For Plan Year ending December 31: | <u>2019</u> | <u>2020</u> |
| Charges to the FSA: | | |
| a. Funding Deficiency | \$ 45,040,331 | \$ 54,848,373 |
| a. Normal cost | 908,515 | 841,621 |
| b. Amortization charges | 8,769,714 | 8,769,716 |
| c. Interest on a, b, and c | <u>2,188,742</u> | <u>2,578,388</u> |
| d. Total charges | \$ 56,907,302 | \$ 67,038,098 |
| Credits to FSA: | | |
| e. Credit Balance at beginning of year | \$ 0 | \$ 0 |
| f. Employer contributions | 519,843 | 582,268 |
| g. Amortization credits | 1,470,791 | 1,524,189 |
| h. Interest on above | <u>68,295</u> | <u>71,567</u> |
| i. Total credits | \$ 2,058,929 | \$ 2,178,024 |
| Credit Balance at end of Year | \$ (54,848,373) | \$ (64,860,074) |
| Minimum Required Contribution (d - (e + g) x (1.04)) | \$ 55,377,679 | \$ 65,452,941 |
| Minimum Without Regard to the Credit Balance (d - g x (1.04)) | \$ 55,377,679 | \$ 65,452,941 |

A Plan's Credit Balance represents a cumulative measure of all prior contributions (since the initial ERISA effective date) against all prior minimum requirements. If cumulative contributions exceed cumulative minimums, then the Funding Standard Account will maintain a Credit Balance which can be used to offset any current year minimum requirements. As of December 31, 2019, the Plan has a negative Credit Balance (Funding Deficiency) of \$(54,848,373). The minimum requirement for the year ending December 31, 2020 is \$65,452,941 after recognition of the Funding Deficiency.

6.5 Maximum Deductible Contribution

| | |
|---|-------------------|
| A. Traditional Maximum Deductible | \$ 13,016,870 |
| B. Projected Unfunded RPA Current Liability | 179,436,033 |
| C. Minimum Required Contribution | <u>65,452,941</u> |
| D. Greater of A, B and C | \$ 179,436,033 |

The maximum allowable deduction for the fiscal year ending December 31, 2020 is \$179,436,033. To be deductible for a given fiscal year, a contribution should be made by the time the tax return for that fiscal year is filed with the IRS (including extensions). Specific advice on the deductibility of contributions and timing should be reviewed with your tax counsel.

6.6 Current Liability at Beginning of Plan Year

Current liability is the present value of accrued benefits under the Plan using actuarial assumptions as prescribed by the Retirement Protection Act of 1994 (RPA '94). The liability is determined using the same assumptions used to determine the Plan's funding requirements, except for the interest rate and mortality table. These values are used for specific, prescribed purposes.

RPA '94 Current Liability:

A. Assumptions:

- | | |
|--------------------|--------------------------------------|
| 1. Interest rate | 2.95% |
| 2. Mortality table | As per IRS Regulation §1.430(h)(3)-1 |

B. RPA '94 Current Liability

| | <u>Total Benefits</u> |
|--|-----------------------|
| 1. Retirees and beneficiaries receiving payments | \$ 88,778,031 |
| 2. Inactive vested participants | 28,855,069 |
| 3. Actives | |
| a. Non-Vested Benefits | 29,594 |
| b. Vested Benefits | <u>20,692,379</u> |
| c. Total Active | <u>20,721,973</u> |
| 4. Total | \$ 138,355,073 |

| | |
|-----------------------------------|------------|
| C. Expected Increase in Liability | \$ 430,873 |
|-----------------------------------|------------|

| | |
|---|--------------|
| D. Expected Benefits To Be Paid During the Year | \$ 7,468,275 |
|---|--------------|

6.7 Amortization Schedule for Minimum Required Contribution

Amortization Charges as of January 1, 2020

| Date Established: January 1 | Base Type | Outstanding Balance | Years Remaining | Amortization Amount |
|-----------------------------------|------------------------------|------------------------|--------------------|------------------------|
| 1989 | Plan Amendment | \$ 717,308 | 4 | \$ 190,011 |
| 1990 | Plan Amendment | 793,541 | 4 | 210,204 |
| 1991 | Plan Amendment | 1,084,486 | 4 | 287,274 |
| 1992 | Plan Amendment | 374,681 | 4 | 99,251 |
| 1993 | Plan Amendment | 200,790 | 4 | 53,188 |
| 1995 | Plan Amendment | 68,903 | 5 | 14,882 |
| 1996 | Plan Amendment | 282,057 | 6 | 51,736 |
| 1997 | Assumption Change | 1,170,583 | 7 | 187,529 |
| 1998 | Plan Amendment | 990,126 | 8 | 141,405 |
| 1999 | Plan Amendment | 892,208 | 9 | 115,381 |
| 2000 | Plan Amendment | 1,674,549 | 10 | 198,516 |
| 2001 | Assumption Change | 1,507,351 | 11 | 165,445 |
| 2001 | Plan Amendment | 848,615 | 11 | 93,143 |
| 2003 | Plan Amendment | 584,462 | 13 | 56,279 |
| 2003 | Experience Loss | 1,038,449 | 3 | 359,811 |
| 2004 | Experience Loss | 1,559,425 | 4 | 413,083 |
| 2005 | Experience Loss | 982,711 | 4 | 260,315 |
| 2006 | Experience Loss | 728,950 | 4 | 193,095 |
| 2007 | Experience Loss | 211,506 | 4 | 56,027 |
| 2009 | Experience Loss (Asset Only) | 3,534,548 | 4 | 936,282 |
| 2009 | Experience Loss (Non asset) | 293,487 | 4 | 77,743 |
| 2010 | Assumption Change | 2,824,985 | 5 | 610,162 |
| 2010 | Experience Loss | 781,735 | 5 | 168,845 |
| 2011 | Experience Loss | 411,079 | 6 | 75,402 |
| 2012 | Experience Loss | 1,090,639 | 7 | 174,722 |
| 2012 | Assumption Change | 163,612 | 7 | 26,211 |
| 2013 | Experience Loss | 906,053 | 8 | 129,398 |
| 2015 | Assumption Change | 6,354,862 | 10 | 753,362 |
| 2016 | Assumption Change | 742,941 | 11 | 81,544 |
| 2019 | Assumption Change | <u>\$ 28,447,011</u> | 14 | <u>\$ 2,589,470</u> |
| Total Charges | | \$ 61,261,653 | | \$ 8,769,716 |

Amortization Credits as of January 1, 2020

| Date Established: | | Outstanding | Years | Amortization |
|-----------------------|-------------------|---------------------|------------------|--------------------|
| <u>January 1</u> | <u>Base Type</u> | <u>Balance</u> | <u>Remaining</u> | <u>Amount</u> |
| 1996 | Assumption Change | \$ (1,714,097) | 6 | \$ (314,408) |
| 1998 | Assumption Change | (664,843) | 8 | (94,950) |
| 2000 | Assumption Change | (1,338,942) | 10 | (158,730) |
| 2004 | Assumption Change | (3,394,272) | 14 | (308,973) |
| 2007 | Assumption Change | (1,353,794) | 17 | (107,000) |
| 2008 | Experience Gain | (127,758) | 3 | (44,267) |
| 2014 | Experience Gain | (296,368) | 9 | (38,326) |
| 2015 | Experience Gain | (555,276) | 10 | (65,827) |
| 2016 | Experience Gain | (330,193) | 11 | (36,242) |
| 2017 | Experience Gain | (965,423) | 12 | (98,911) |
| 2017 | Assumption Change | (978,520) | 12 | (100,253) |
| 2018 | Experience Gain | (936,696) | 13 | (90,196) |
| 2019 | Experience Gain | (139,618) | 14 | (12,709) |
| 2020 | | (127,937) | 15 | (11,064) |
| 2020 | | <u>\$ (489,501)</u> | 15 | <u>\$ (42,333)</u> |
| Total Credits | | \$ (13,413,238) | | \$ (1,524,189) |
| Net Charges/(Credits) | | \$ 47,848,415 | | \$ 7,245,527 |

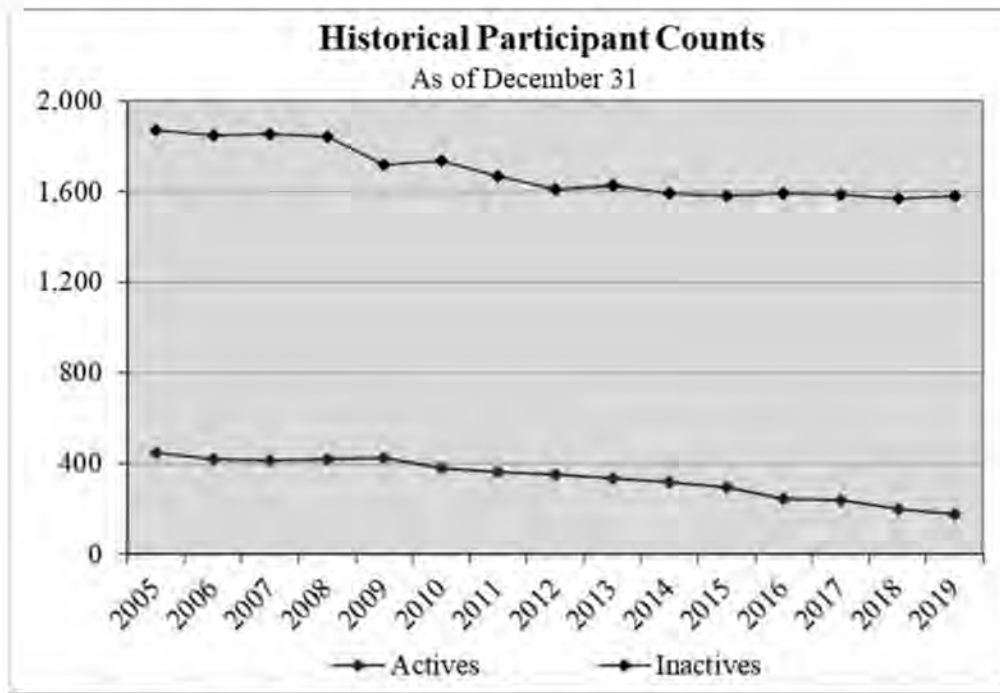
6.8 Equation of Balance

| | |
|---|---------------------|
| A. Net Outstanding Balance of Bases | \$ 47,848,415 |
| B. Credit Balance | <u>(54,848,373)</u> |
| C. Unfunded Actuarial Accrued Liability (A-B) | \$ 102,696,788 |

7. Data Summary

7.1 Historical Participation

| As of 12/31 | Active | Separated Vested | Retired | Total Inactive | Total | Ratio of Inactive to Active |
|----------------|--------|---------------------|---------|-------------------|-------|-----------------------------------|
| 2005 | 449 | 743 | 1,128 | 1,871 | 2,320 | 4.17 |
| 2006 | 420 | 748 | 1,099 | 1,847 | 2,267 | 4.40 |
| 2007 | 410 | 744 | 1,107 | 1,851 | 2,261 | 4.51 |
| 2008 | 419 | 724 | 1,117 | 1,841 | 2,260 | 4.39 |
| 2009 | 422 | 608 | 1,110 | 1,718 | 2,140 | 4.07 |
| 2010 | 380 | 634 | 1,099 | 1,733 | 2,113 | 4.56 |
| 2011 | 363 | 565 | 1,101 | 1,666 | 2,029 | 4.59 |
| 2012 | 351 | 535 | 1,076 | 1,611 | 1,962 | 4.59 |
| 2013 | 334 | 542 | 1,086 | 1,628 | 1,962 | 4.87 |
| 2014 | 319 | 536 | 1,058 | 1,594 | 1,913 | 5.00 |
| 2015 | 295 | 528 | 1,057 | 1,585 | 1,880 | 5.37 |
| 2016 | 244 | 535 | 1,057 | 1,592 | 1,836 | 6.52 |
| 2017 | 239 | 518 | 1,072 | 1,590 | 1,829 | 6.65 |
| 2018 | 200 | 500 | 1,073 | 1,573 | 1,773 | 7.87 |
| 2019 | 176 | 508 | 1,077 | 1,585 | 1,761 | 9.01 |



7.2 Flow of Lives

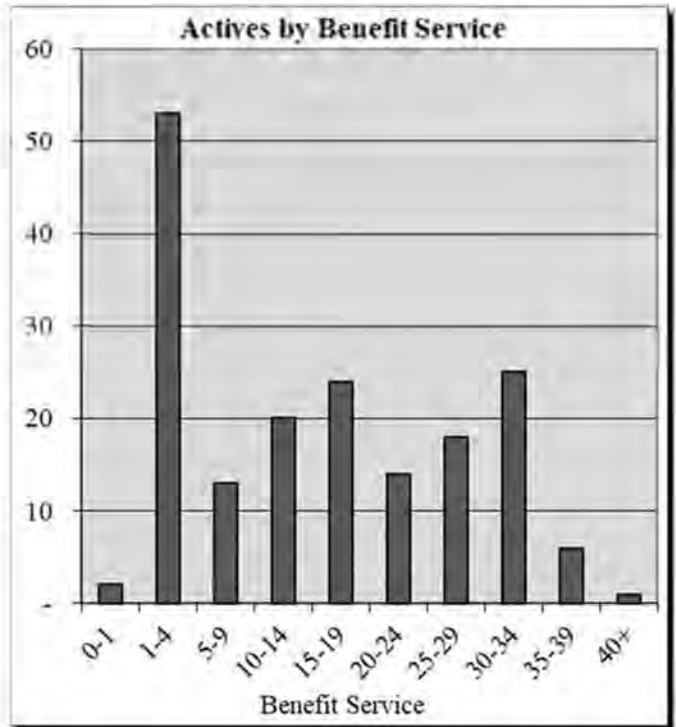
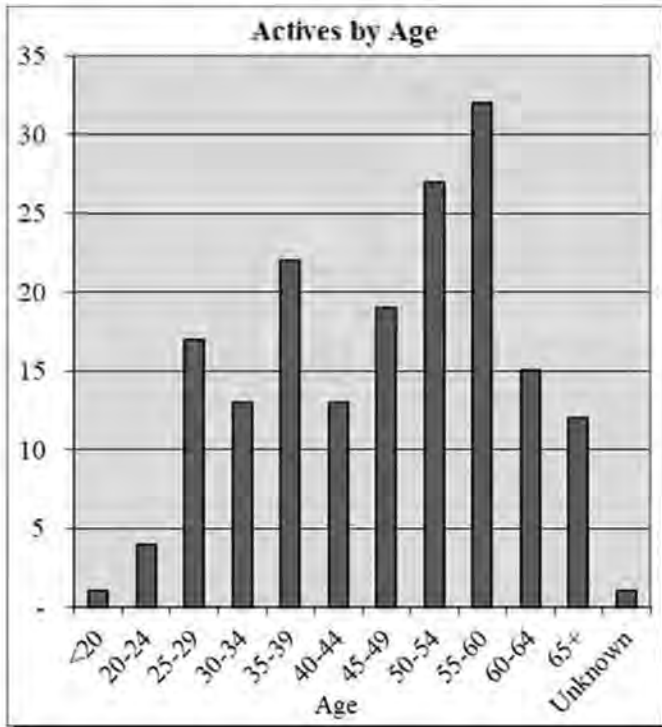
| | Actives | Inactive Vested | Disabled | Retired & Beneficiaries | Total |
|-----------------------------|---------|--------------------|----------|----------------------------|-------|
| Beginning of year..... | 200 | 500 | 54 | 1,018 | 1,772 |
| To inactive vested..... | (42) | 42 | - | - | - |
| To inactive non-vested..... | (9) | - | - | - | (9) |
| To retired..... | (4) | (35) | - | 39 | - |
| To disabled..... | - | (1) | 1 | - | - |
| New Alternate Payees..... | - | - | - | - | - |
| New Pro Rata Retirees..... | - | - | - | 2 | 2 |
| Deaths..... | (1) | (4) | (3) | (45) | (53) |
| New Beneficiaries..... | - | - | - | 11 | 11 |
| Returned to work..... | - | - | - | - | - |
| New entrants..... | 32 | - | - | - | 32 |
| Data Corrections..... | - | 6 | - | - | 6 |
| End of year..... | 176 | 508 | 52 | 1,025 | 1,761 |

7.3 Actives by Age and Benefit Service

Years of Benefit Service

| Age | 0-1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40+ | Total |
|--------------|----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|----------|----------|------------|
| <20 | - | 1 | - | - | - | - | - | - | - | - | 1 |
| 20-24 | - | 4 | - | - | - | - | - | - | - | - | 4 |
| 25-29 | 1 | 16 | - | - | - | - | - | - | - | - | 17 |
| 30-34 | - | 8 | 3 | 2 | - | - | - | - | - | - | 13 |
| 35-39 | - | 11 | - | 5 | 5 | 1 | - | - | - | - | 22 |
| 40-44 | - | 3 | 2 | 3 | 4 | 1 | - | - | - | - | 13 |
| 45-49 | - | 1 | 2 | 3 | 4 | 6 | 3 | - | - | - | 19 |
| 50-54 | - | 3 | 3 | 3 | 4 | 3 | 5 | 6 | - | - | 27 |
| 55-60 | 1 | 1 | 3 | 1 | 5 | 1 | 8 | 11 | 1 | - | 32 |
| 60-64 | - | 4 | - | 1 | - | 1 | 1 | 6 | 2 | - | 15 |
| 65+ | - | 1 | - | 2 | 2 | 1 | 1 | 1 | 3 | 1 | 12 |
| Unknown | - | - | - | - | - | - | - | 1 | - | - | 1 |
| Total | 2 | 53 | 13 | 20 | 24 | 14 | 18 | 25 | 6 | 1 | 176 |

The average age of the actives is 47.3, and the average amount of Benefit Service is 15.7 years.



7.4 New Pensioners

| Class | Number | Range of Monthly Pension | | | |
|-----------------|--------|--------------------------|---------|----------|----------|
| | | Average Age | Minimum | Average | Maximum |
| Early | 7 | 56.5 | \$ 234 | \$ 1,025 | \$ 1,643 |
| Normal | 34 | 66.9 | 95 | 363 | 1,311 |
| Sub Total | 41 | 65.1 | \$ 95 | \$ 476 | \$ 1,643 |
| Disability | 1 | 46.8 | \$ 116 | \$ 116 | \$ 116 |
| Survivor | 11 | 74.0 | 40 | 165 | 568 |
| Alternate Payee | - | - | - | - | - |
| Sub Total | 12 | 71.7 | \$ 40 | \$ 161 | \$ 568 |
| Total | 53 | 66.6 | \$ 40 | \$ 405 | \$ 1,643 |

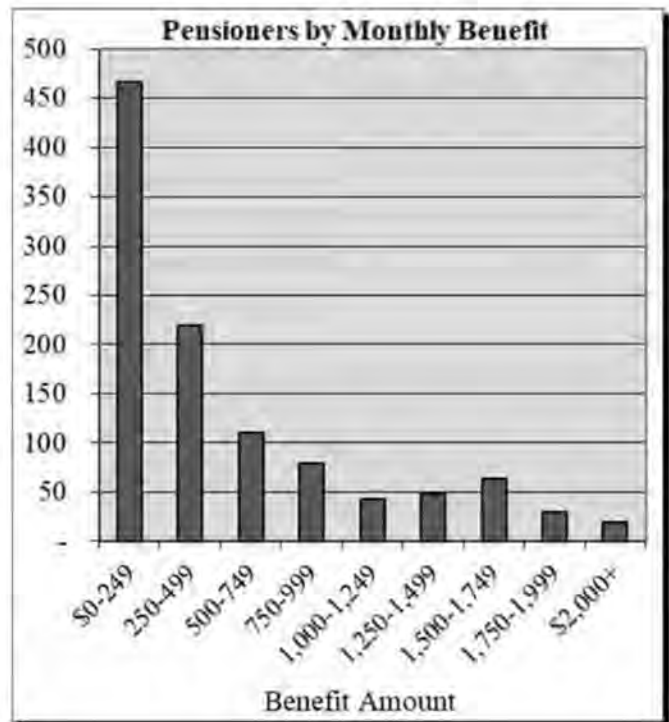
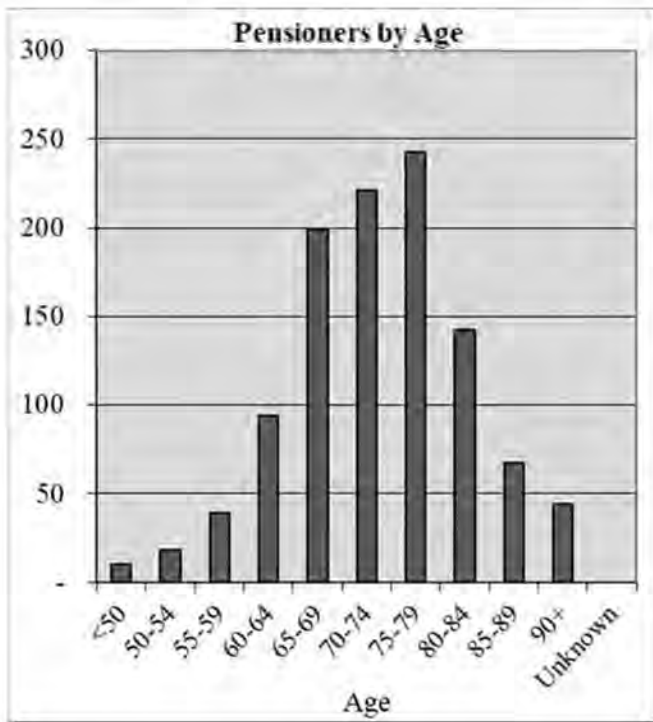
7.5 All Pensioners

| Class | Number | Range of Monthly Pension | | | |
|-----------------|--------|--------------------------|---------|---------|----------|
| | | Average Age | Minimum | Average | Maximum |
| Early | 462 | 73.1 | \$ 34 | \$ 817 | \$ 2,577 |
| Normal | 288 | 75.0 | 47 | 452 | 2,647 |
| Sub Total | 750 | 73.8 | \$ 34 | \$ 677 | \$ 2,647 |
| Disability | 52 | 64.4 | \$ 47 | \$ 218 | \$ 844 |
| Survivor | 254 | 75.8 | 26 | 247 | 1,045 |
| Alternate Payee | 21 | 65.5 | 38 | 470 | 1,267 |
| Sub Total | 327 | 73.3 | \$ 26 | \$ 257 | \$ 1,267 |
| Total | 1,077 | 73.7 | \$ 26 | \$ 550 | \$ 2,647 |

7.6 Distribution of Monthly Pensions

Monthly Pension Amount

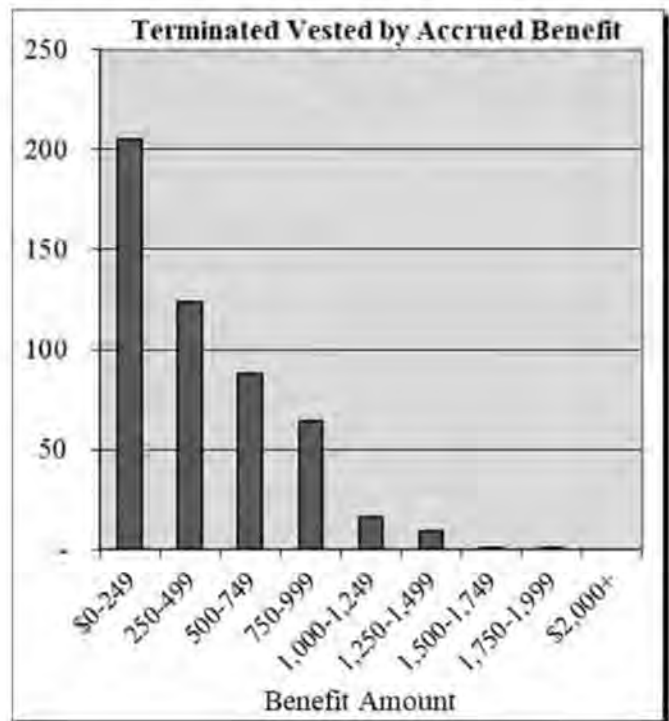
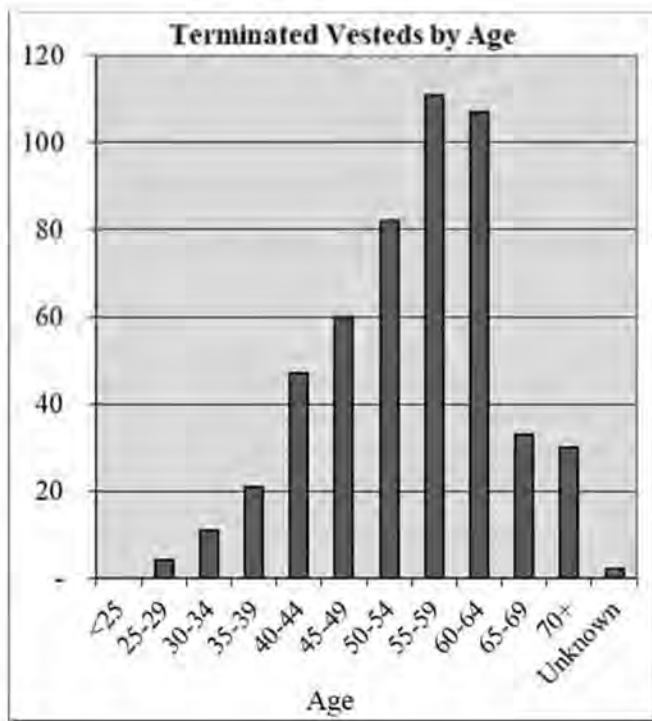
| Age | \$0-249 | 250-499 | 500-749 | 750-999 | 1,000-1,249 | 1,250-1,499 | 1,500-1,749 | 1,750-1,999 | \$2,000+ | Total |
|--------------|------------|------------|------------|-----------|-------------|-------------|-------------|-------------|-----------|--------------|
| <50 | 3 | 3 | 2 | - | 1 | 1 | - | - | - | 10 |
| 50-54 | 5 | 1 | 1 | - | 2 | 7 | 2 | - | - | 18 |
| 55-59 | 13 | 8 | 1 | 2 | 1 | 5 | 8 | 1 | - | 39 |
| 60-64 | 32 | 19 | 6 | 6 | 1 | 5 | 18 | 3 | 4 | 94 |
| 65-69 | 69 | 52 | 26 | 15 | 2 | 9 | 17 | 6 | 3 | 199 |
| 70-74 | 88 | 49 | 31 | 14 | 9 | 6 | 8 | 10 | 6 | 221 |
| 75-79 | 129 | 35 | 19 | 23 | 16 | 6 | 5 | 8 | 2 | 243 |
| 80-84 | 70 | 27 | 10 | 10 | 6 | 7 | 6 | 2 | 4 | 142 |
| 85-89 | 29 | 16 | 13 | 3 | 4 | 2 | - | - | - | 67 |
| 90+ | 28 | 9 | 1 | 6 | - | - | - | - | - | 44 |
| Unknown | - | - | - | - | - | - | - | - | - | - |
| Total | 466 | 219 | 110 | 79 | 42 | 48 | 64 | 30 | 19 | 1,077 |



7.7 Distribution of Terminated Vested Participants

| Age | \$0-249 | 250-499 | 500-749 | 750-999 | 1,000-1,249 | 1,250-1,499 | 1,500-1,749 | 1,750-1,999 | \$2,000+ | Total |
|--------------|------------|------------|-----------|-----------|-------------|-------------|-------------|-------------|----------|------------|
| <25 | - | - | - | - | - | - | - | - | - | - |
| 25-29 | 4 | - | - | - | - | - | - | - | - | 4 |
| 30-34 | 8 | 3 | - | - | - | - | - | - | - | 11 |
| 35-39 | 17 | 4 | - | - | - | - | - | - | - | 21 |
| 40-44 | 30 | 13 | 3 | 1 | - | - | - | - | - | 47 |
| 45-49 | 22 | 16 | 11 | 8 | 2 | 1 | - | - | - | 60 |
| 50-54 | 25 | 18 | 20 | 14 | 4 | - | 1 | - | - | 82 |
| 55-59 | 33 | 24 | 23 | 24 | 5 | 2 | - | - | - | 111 |
| 60-64 | 29 | 31 | 24 | 12 | 5 | 5 | - | 1 | - | 107 |
| 65-69 | 16 | 8 | 6 | 2 | - | 1 | - | - | - | 33 |
| 70+ | 21 | 5 | 1 | 3 | - | - | - | - | - | 30 |
| Unknown | - | 2 | - | - | - | - | - | - | - | 2 |
| Total | 205 | 124 | 88 | 64 | 16 | 9 | 1 | 1 | - | 508 |

The average age of the terminated vested participants is 55.4, and the average accrued benefit of \$414.



**Zone Certification
as of January 1, 2020
for
Local 138 Pension Trust Fund
EIN: 11-6170655 / PN: 001**

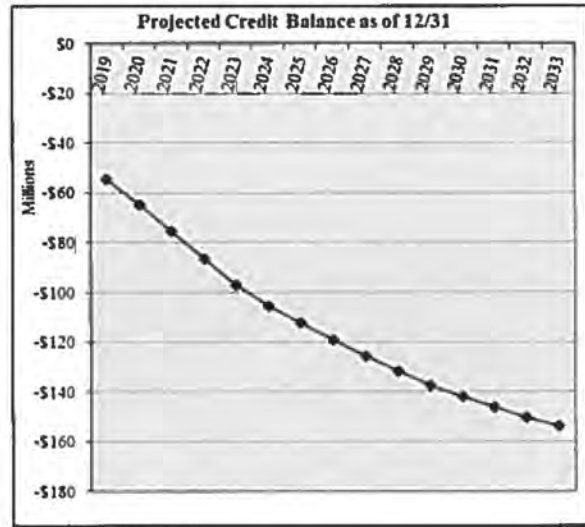
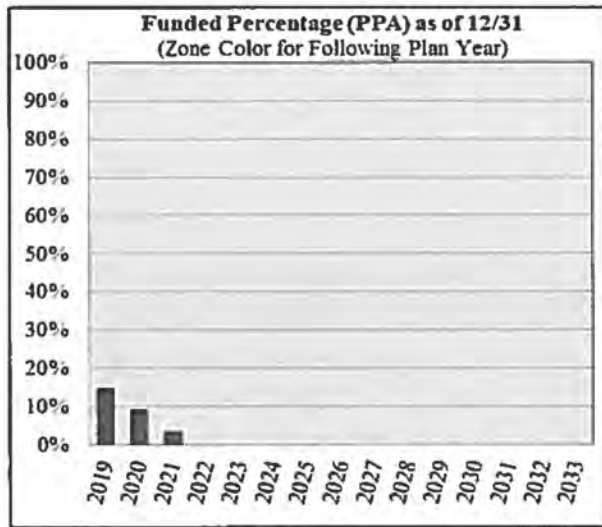
| | |
|--|-------------------------|
| Initial Critical Zone Certification: | January 1, 2008 |
| Adoption Period: | 03/30/2008 – 12/31/2010 |
| Rehabilitation Period: | 01/01/2011 – 12/31/2020 |
| Initial Critical and Declining Zone Certification: | January 1, 2015 |

Based on the following actuarial measures, the Plan is classified as “Critical and Declining Status” (a Red Zone category) as per the Multiemployer Pension Reform Act of 2014 (MEPRA).

- The Plan meets the criteria for Critical Status, and
- The Plan is projected to become insolvent in the current or next 19 years and
- The Plan’s ratio of inactive to active participants is in excess of 2 to 1.

After considering and rejecting as unfeasible various scenarios intended to meet the benchmarks of the Pension Protection Act, the Trustees selected a Rehabilitation Plan intended to comply with the provisions of IRC §432(e)(3)(A)(ii). The Plan has taken reasonable measures to improve its funding status.

Based upon the provisions of IRC §432(e)(3)(A)(ii), the Plan is making required progress in its Rehabilitation Plan.



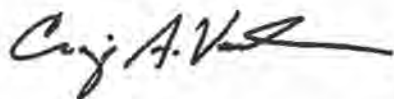
This certification was prepared on behalf of the Local 138 Pension Trust Fund based on employee data, asset statements and plan documents provided by the Plan Sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

Therefore, to the best of our knowledge and belief, the information presented in this certification is complete and accurate, and each assumption used represents our best estimate of anticipated experience under the Plan.

The assumptions used are those used in the December 31, 2018 actuarial valuation including a 4.00% interest rate assumption.

Certified by:

On Behalf of Plan Sponsor:



Craig A. Voelker, FSA, MAAA, EA
Enrolled Actuary No.: 17-05537
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

Board of Trustees
Local 138 Pension Trust Fund
2151 Marion Place
North Baldwin, NY 11510
Phone (516) 377-7700

March 30, 2020

cc: Secretary of the Treasury- EPCU@irs.gov

**Zone Certification
as of January 1, 2020**

for

**Teamsters Local 138 Pension Trust Fund
EIN: 11-6170655/PN: 001**

The Pension Protection Act of 2006 ("PPA") added special rules that define funding zones. A plan is first tested for the worst funding zone, and then successively better zones.

| | Condition Met? | |
|--|----------------|---------------------------------|
| I. Critical & Declining Status: | | TRUE |
| 1. Does the Plan meet the Critical Status criteria below? | TRUE | |
| 2. Is the Plan projected to go insolvent in the current or next 14 years? | TRUE | |
| 3. Is the Plan projected to go insolvent in the current or next 19 years, and have a funding percentage below 80% or have a ratio of active to inactive in excess of 2 to 1? | TRUE | |
| II. Critical Status—The Plan will be certified as Critical if it meets any one of the five following tests: | | TRUE |
| 1. The Plan has a funded ratio of less than 65%, and the value of Plan assets plus projected contributions is less than the value of projected Plan benefits and expenses to be paid for the current and six succeeding plan years. | TRUE | |
| 2. The Plan has a funded ratio of less than 65%, and is projected to have an accumulated funding deficiency for the current year or in any of the four succeeding plan years. | TRUE | |
| 3. The Plan is projected to have an accumulated funding deficiency for the current plan year or in any of the three succeeding plan years. | TRUE | |
| 4. Normal cost plus interest on the unfunded liabilities exceeds contributions, the present value of the vested benefits of inactive employees exceeds the present value of vested benefits of active employees, and the Plan is projected to have an accumulated funded deficiency for the current plan year or in any of the four succeeding plan years. | FALSE | |
| 5. The Value of Plan assets plus projected contributions is less than the value of projected benefits and expenses to be paid for the current and four succeeding plan years. | TRUE | |
| III. Seriously Endangered Status— Meets both Endangered criterion | | TRUE |
| IV. Endangered Status— Meets either criteria | | TRUE |
| 1. The ratio of assets to liabilities is less than 80% on the first day of the plan year. | TRUE | |
| 2. The Plan is projected to have an accumulated funding deficiency for the current plan year or in any of the six succeeding plan years. | TRUE | |
| As per the criteria above the Plan is certified as:..... | | Critical & Declining |

Cashflows

| | 1/1/2020 | 1/1/2021 | 1/1/2022 |
|-------------------------------|----------------|----------------|----------------|
| PY Beginning (t) | 12/31/2020 | 12/31/2021 | 12/31/2022 |
| ROR | 4.00% | 4.00% | 4.00% |
| Beginning Value (t) | \$ 17,521,039 | \$ 10,753,920 | \$ 3,545,484 |
| Contributions | \$ 603,283 | \$ 585,363 | \$ 565,431 |
| Withdrawal Liability Payments | 43,462 | 43,462 | 43,462 |
| Total Contributions | \$ 646,745 | \$ 628,825 | \$ 608,893 |
| Total Investment Income | \$ 554,411 | \$ 280,380 | \$ - |
| Benefits Paid | | | |
| Actives | \$ (298,007) | \$ (504,939) | \$ (613,231) |
| Terminated Vesteds | (298,219) | (433,507) | (498,612) |
| Disabled Retirees | (140,210) | (136,159) | (132,109) |
| Retirees | (5,997,611) | (5,835,559) | (5,668,131) |
| Beneficiaries | (734,228) | (707,477) | (680,566) |
| Total Benefits Paid | \$ (7,468,275) | \$ (7,617,641) | \$ (7,592,649) |
| Expenses | \$ (500,000) | \$ (510,000) | \$ (520,200) |
| Ending Value (t+1) | \$ 10,753,920 | \$ 3,535,484 | \$ (3,958,472) |

**Zone Certification
as of January 1, 2021
for
Local 138 Pension Trust Fund
EIN: 11-6170655 / PN: 001**

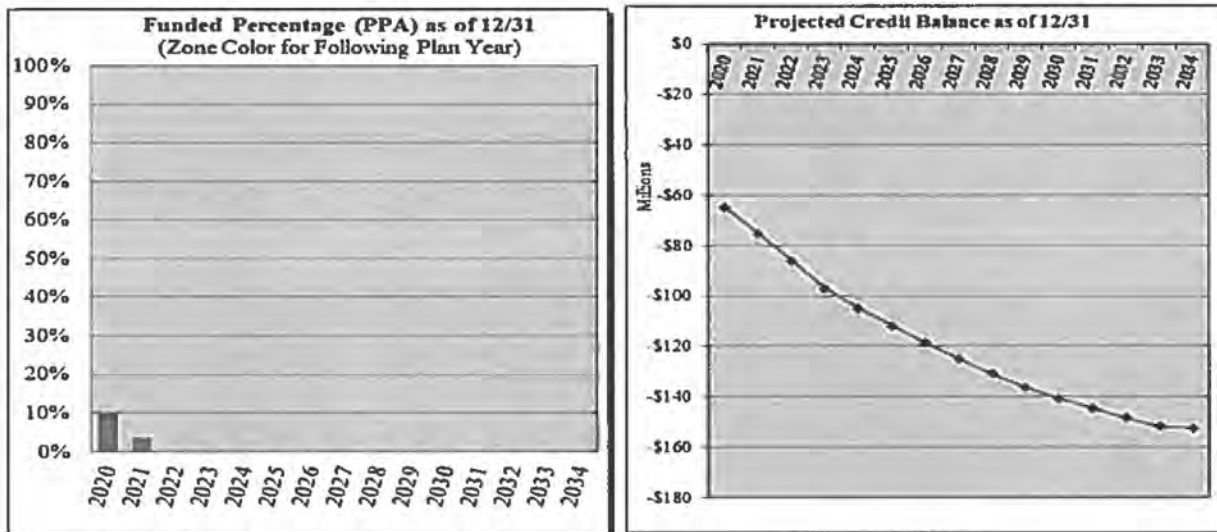
| | |
|--|-------------------------|
| Initial Critical Zone Certification: | January 1, 2008 |
| Adoption Period: | 03/30/2008 – 12/31/2010 |
| Rehabilitation Period: | 01/01/2011 – 12/31/2020 |
| Initial Critical and Declining Zone Certification: | January 1, 2015 |

Based on the following actuarial measures, the Plan is classified as “Critical and Declining Status” (a Red Zone category) as per the Multiemployer Pension Reform Act of 2014 (MEPRA).

- The Plan meets the criteria for Critical Status, and
- The Plan is projected to become insolvent in the current or next 19 years and
- The Plan’s ratio of inactive to active participants is in excess of 2 to 1.

After considering and rejecting as unfeasible various scenarios intended to meet the benchmarks of the Pension Protection Act, the Trustees selected a Rehabilitation Plan intended to comply with the provisions of IRC §432(e)(3)(A)(ii). The Plan has taken reasonable measures to improve its funding status.

Based upon the provisions of IRC §432(e)(3)(A)(ii), the Plan is making required progress in its Rehabilitation Plan.



This certification was prepared on behalf of the Local 138 Pension Trust Fund based on employee data, asset statements and plan documents provided by the Plan Sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

Therefore, to the best of our knowledge and belief, the information presented in this certification is complete and accurate, and each assumption used represents our best estimate of anticipated experience under the Plan.

The assumptions used are those used in the December 31, 2019 actuarial valuation including a 4.00% interest rate assumption.

Certified by:



Vincent Regalbuto, ASA, MAAA, EA
Enrolled Actuary No.: 20-8116
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

March 30, 2021

On Behalf of Plan Sponsor:

Board of Trustees
Local 138 Pension Trust Fund
2151 Marion Place
North Baldwin, NY 11510
Phone (516) 377-7700

cc: Secretary of the Treasury- EPCU@irs.gov

Zone Certification
as of January 1, 2021
for
Teamsters Local 138 Pension Trust Fund
EIN: 11-6170655/PN: 001

The Pension Protection Act of 2006 ("PPA") added special rules that define funding zones. A plan is first tested for the worst funding zone, and then successively better zones.

| | Condition Met? |
|--|--------------------------|
| I. Critical & Declining Status: | TRUE |
| 1. Does the Plan meet the Critical Status criteria below? | TRUE |
| 2. Is the Plan projected to go insolvent in the current or next 14 years? | TRUE |
| 3. Is the Plan projected to go insolvent in the current or next 19 years, and have a funding percentage below 80% or have a ratio of active to inactive in excess of 2 to 1? | TRUE |
| II. Critical Status—The Plan will be certified as Critical if it meets any one of the five following tests: | TRUE |
| 1. The Plan has a funded ratio of less than 65%, and the value of Plan assets plus projected contributions is less than the value of projected Plan benefits and expenses to be paid for the current and six succeeding plan years. | TRUE |
| 2. The Plan has a funded ratio of less than 65%, and is projected to have an accumulated funding deficiency for the current year or in any of the four succeeding plan years. | TRUE |
| 3. The Plan is projected to have an accumulated funding deficiency for the current plan year or in any of the three succeeding plan years. | TRUE |
| 4. Normal cost plus interest on the unfunded liabilities exceeds contributions, the present value of the vested benefits of inactive employees exceeds the present value of vested benefits of active employees, and the Plan is projected to have an accumulated funded deficiency for the current plan year or in any of the four succeeding plan years. | FALSE |
| 5. The Value of Plan assets plus projected contributions is less than the value of projected benefits and expenses to be paid for the current and four succeeding plan years. | TRUE |
| III. Seriously Endangered Status— Meets both Endangered criterion | TRUE |
| IV. Endangered Status— Meets either criteria | TRUE |
| 1. The ratio of assets to liabilities is less than 80% on the first day of the plan year. | TRUE |
| 2. The Plan is projected to have an accumulated funding deficiency for the current plan year or in any of the six succeeding plan years. | TRUE |
| As per the criteria above the Plan is certified as:..... | Critical & Declining |

Cashflows

| | 1/1/2021 | 1/1/2022 |
|-------------------------------|------------------|------------------|
| PY Beginning (t) | 12/31/2021 | 12/31/2022 |
| ROR | 4.00% | 4.00% |
| Beginning Value (t) | \$ 11,157,268 | \$ 3,907,278 |
| Contributions | \$ 538,806 | \$ 524,356 |
| Withdrawal Liability Payments | <u>43,462</u> | <u>43,462</u> |
| Total Contributions | \$ 582,268 | \$ 567,818 |
| Total Investment Income | \$ 295,383 | \$ - |
| Benefits Paid | | |
| Actives | \$ (438,479) | \$ (650,861) |
| Terminated Vesteds | (289,810) | (491,186) |
| Disabled Retirees | (132,056) | (126,282) |
| Retirees | (6,028,863) | (5,790,586) |
| Beneficiaries | <u>(728,433)</u> | <u>(685,166)</u> |
| Total Benefits Paid | \$ (7,617,641) | \$ (7,744,081) |
| Expenses | \$ (510,000) | \$ (520,200) |
| Ending Value (t+1) | \$ 3,907,278 | \$ (3,789,185) |

**AMENDMENT
TO THE
LOCAL 138 PENSION PLAN**

WHEREAS, the Local 138 Pension Trust Fund (the "Fund") will be filing an application for Special Financial Assistance with the Pension Benefit Guaranty Corporation ("PBGC") in 2021; and,

WHEREAS, at a meeting held July 12, 2021, the Fund's Board of Trustees authorized the filing of the application and authorized the signer below to execute all documents needed to complete the application; and

WHEREAS, to be eligible for the Special Financial Assistance, the Fund must comply with the conditions of PBGC regulation 29 CFR Part 4262 which requires an amendment be adopted to the Local 138 Pension Plan; and

WHEREAS, the Fund's Board of Trustees may amend the Local 138 Pension Plan;

NOW THEREFORE, notwithstanding any provision to the contrary, the Local 138 Pension Plan is hereby amended, as follows:

The following new Section 8 is added to the end of Article 8 of the Local 138 Pension Plan which has an effective date of January 1, 2014:

Section 8 – Special Financial Assistance

To the extent an application is filed with, and approved by, the Pension Benefit Guaranty Corporation for Special Financial Assistance under the American Rescue Plan Act of 2021, the Plan shall be administered in accordance with the restrictions and conditions specified in 29 U.S.C. Section 1432 and 29 CFR part 4262. This Section 8 shall be effective starting with the measurement date selected in the application for Special Financial Assistance and ending with the last day of the Plan Year ending in 2051.

Adopted August 18th, 2021

On Behalf of the Board of Trustees of the
Local 138 Pension Trust Fund



Trustee

Local 138 Pension Fund

Reconciliation of Fair Market Value of Assets as of 6/30/2021

Market Value of Assets

| | | | |
|---|--|----|-------------|
| A | Beginning Value as of 1/1/2021 | \$ | 11,385,165 |
| B | Income | | |
| 1 | Contributions | | 220,211 |
| 2 | Employer Withdrawal Liability | | 175,731 |
| 3 | Other | | 850 |
| 4 | Total Income | \$ | 396,792 |
| C | SFA | | - |
| D | Investment Income | | (9,695) |
| E | Benefits Paid | | (3,504,174) |
| F | Expenses | | (197,212) |
| G | Ending Value as of 6/30/2021 (A + B4 + C + D + E + F) | \$ | 8,070,876 |

LOCAL 138 PENSION TRUST FUND

Profit & Loss

January through June 2021

Jani - Jun 21

Income

| | |
|--|-------------------|
| 3000 · Employer Contributions | |
| 3014 · Grocery Haulers | 8,496.00 |
| 3020 · Krasdale Foods | 171,116.00 |
| 3021 · Krasdale Sanitation | 1,716.00 |
| 3023 · L138 Pension - Staff | 2,173.60 |
| 3026 · Quaker Sugar | 627.00 |
| 3032 · L & J (Kenneth Weller Trucking) | 6,036.80 |
| 3040 · SLB Transportation | 29,598.80 |
| 3400 · Settlement Agreements | 446.69 |
| Total 3000 · Employer Contributions | <u>220,210.89</u> |
| 3050 · Withdrawal liability collection | 154,000.00 |
| HB Day | 21,731.00 |
| 3300 · Employer Surcharge Contribution | |
| 3314 · Grocery Haulers | 849.60 |
| Total Income | <u>396,791.49</u> |

Expense

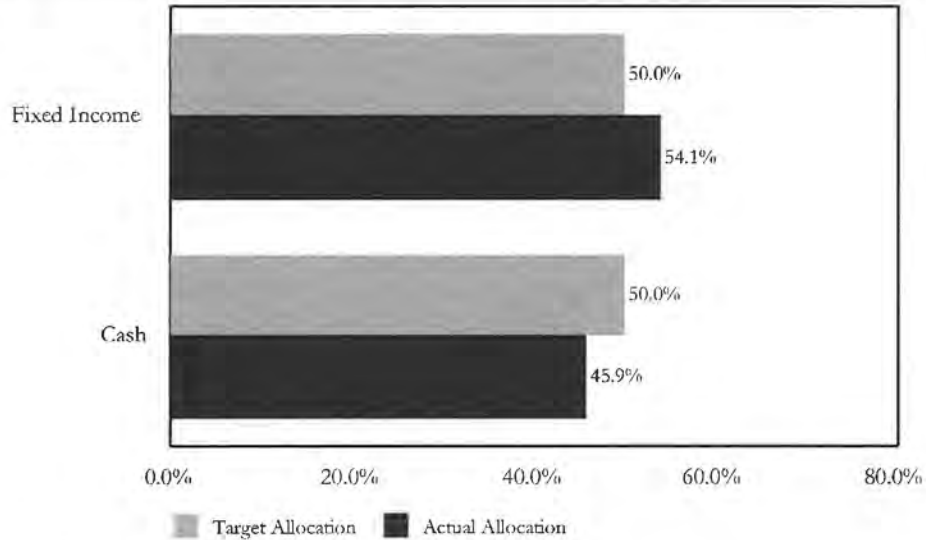
| | |
|---|-----------------------------|
| 6000 · Pension Benefits | 3,504,174.39 |
| 6000 · Salaries & Related Expenses | |
| 6001 · Cost Shared Salary & Related | |
| 6002 · Salaries | 31,519.93 |
| 6003 · P/R Taxes | 3,287.64 |
| 6004 · Welfare Benefits | 6,654.99 |
| 6005 · Pension Benefits | 6,219.02 |
| 6005 · Annuity Benefits | 3,217.04 |
| 6001 · Cost Shared Salary & Related - Other | 5,942.66 |
| Total 6001 · Cost Shared Salary & Related | <u>56,841.28</u> |
| 6100 · Payroll Taxes | 2,287.35 |
| 6101 · Misc. | 43.75 |
| 6190 · Payroll Tax Penalty | 25.00 |
| 6000 · Salaries & Related Expenses - Other | 26,111.70 |
| Total 6000 · Salaries & Related Expenses | <u>85,309.08</u> |
| 6170 · Equipment Rental | 1,147.08 |
| 6200 · Pension - Staff | 2,173.60 |
| 6300 · Welfare - Staff | 10,152.00 |
| 6350 · Staff-Annuity | 2,514.46 |
| 6400 · Actuary Fees | 14,850.00 |
| 6500 · Audits & Review | 12,000.00 |
| 6800 · Legal Fees | 8,920.00 |
| 6900 · Insurance | 27,252.66 |
| 7000 · Rent | 9,411.20 |
| 7200 · Telephone | 1,732.53 |
| 7300 · SSA - Employment Data | 92.00 |
| 7400 · Pensioner Verification | 89.40 |
| 7600 · Postage | 2,081.08 |
| 7650 · Special Mailings | 2,421.76 |
| 7800 · Office & Stationary Expense | 2,487.36 |
| 8100 · Computer Expense | 14,417.94 |
| 8400 · Meeting Expense | 141.72 |
| 8500 · Bank Fees | -0.45 |
| 8600 · Miscellaneous | 17.72 |
| Total Expense | <u>3,701,385.53</u> |
| Net Income | <u><u>-3,304,594.04</u></u> |

Local 138 Pension Trust Fund

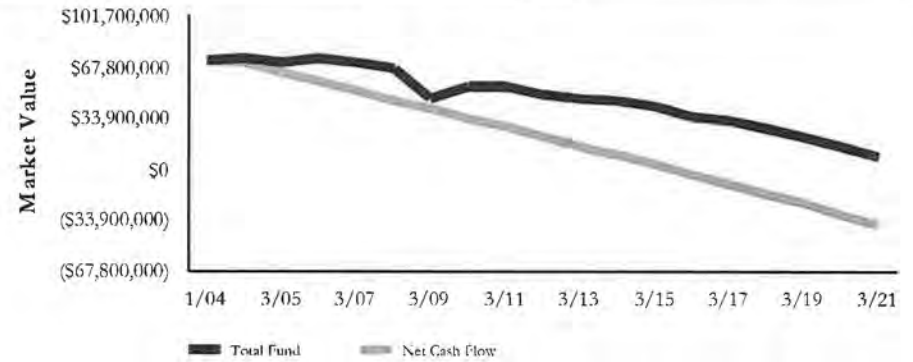
Total Fund Summary

As of March 31, 2021

Asset Allocation Analysis

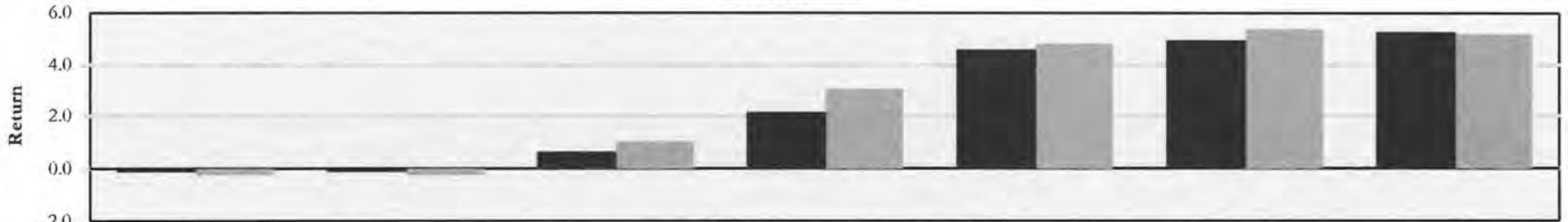


Portfolio Growth



| | Current Quarter | Since Inception | Inception Date |
|--------------------------|-----------------|-----------------|----------------|
| Total Fund | | | 02/01/04 |
| Beginning Market Value | 10,720,302 | 72,163,541 | |
| Net Deposits/Withdrawals | -1,605,000 | -107,990,210 | |
| Gain/Loss | -11,929 | 44,930,042 | |
| Ending Market Value | 9,103,373 | 9,103,373 | |

Performance



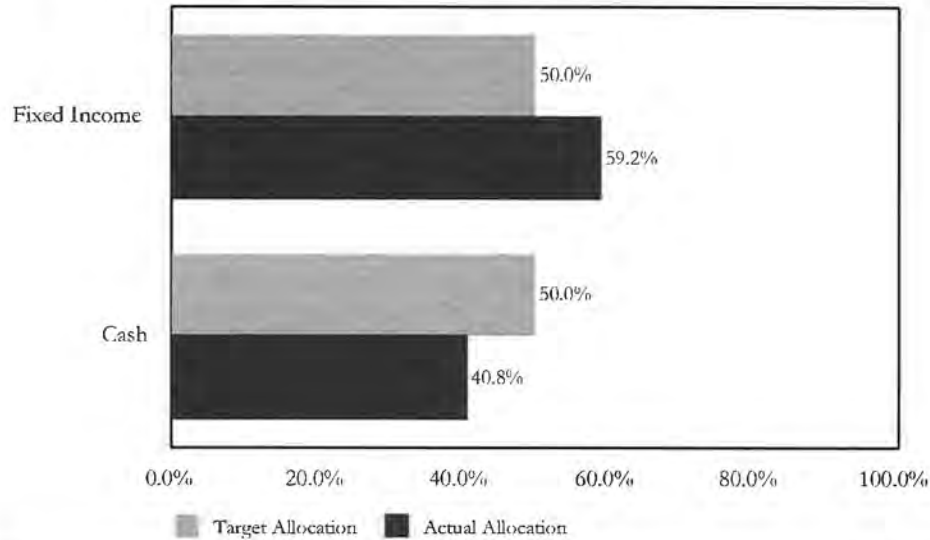
| | Current Quarter | YTD | 1 Year | 3 Years | 5 Years | 10 Years | Since Inception | Inception Date |
|---------------------------------------|-----------------|-------|--------|---------|---------|----------|-----------------|----------------|
| Total Fund | -0.13 | -0.13 | 0.63 | 2.13 | 4.58 | 4.96 | 5.30 | 02/01/2004 |
| Local 138 Pension Policy Index | -0.27 | -0.27 | 1.00 | 3.03 | 4.83 | 5.42 | 5.23 | 02/01/2004 |

Local 138 Pension Trust Fund

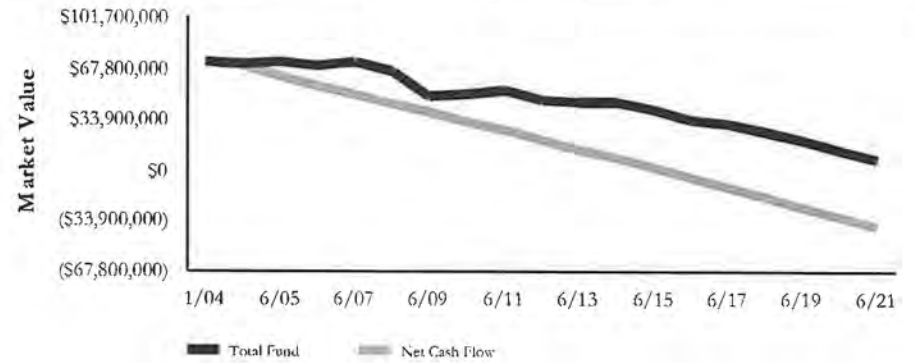
Total Fund Summary

As of June 30, 2021

Asset Allocation Analysis



Portfolio Growth



| | Current Quarter | Since Inception | Inception Date |
|--------------------------|-----------------|-----------------|----------------|
| Total Fund | | | 02/01/04 |
| Beginning Market Value | 9,103,373 | 72,163,541 | |
| Net Deposits/Withdrawals | -1,710,000 | -109,700,210 | |
| Gain/Loss | 2,234 | 44,932,276 | |
| Ending Market Value | 7,395,607 | 7,395,607 | |

Performance



| | Current Quarter | YTD | 1 Year | 3 Years | 5 Years | 10 Years | Since Inception | Inception Date |
|--------------------------------|-----------------|-------|--------|---------|---------|----------|-----------------|----------------|
| Total Fund | 0.01 | -0.11 | 0.23 | 1.83 | 4.24 | 4.95 | 5.22 | 02/01/2004 |
| Local 138 Pension Policy Index | 0.14 | -0.14 | 0.25 | 2.61 | 4.58 | 5.37 | 5.16 | 02/01/2004 |

LOCAL 138 PENSION TRUST FUND

FINANCIAL STATEMENTS

DECEMBER 31, 2020

DRAFT

LOCAL 138 PENSION TRUST FUND

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2020 AND 2019

CONTENTS

| | PAGE |
|--|------|
| Independent Auditor's Report | 1 |
| Statements of Net Assets Available for Benefits | 3 |
| Statements of Changes in Net Assets Available for Benefits | 4 |
| Notes to Financial Statements | 5 |
| Supplemental Information | |
| Schedules of Administrative Expenses | 15 |

INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of
Local 138 Pension Trust Fund

We have audited the accompanying financial statements of Local 138 Pension Trust Fund (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2020 and 2019, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2020, and changes therein for the year then ended, and its financial status as of December 31, 2019, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of administrative expenses for the years ended December 31, 2020 and 2019, are presented for the purpose of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

New York, NY

LOCAL 138 PENSION TRUST FUND

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2020 AND 2019

| | <u>2020</u> | <u>2019</u> |
|--|----------------------|----------------------|
| ASSETS | | |
| Investments, at fair value | | |
| Mutual funds | \$ 10,718,073 | \$ 17,357,635 |
| Receivables | | |
| Withdrawal liability | 553,778 | 416,229 |
| Employer contributions | 38,865 | 37,512 |
| Interest and dividends | - | 50 |
| Total receivables | <u>592,643</u> | <u>453,791</u> |
| Cash | <u>666,025</u> | <u>652,304</u> |
| Prepaid expenses and other assets | <u>10,120</u> | <u>7,664</u> |
| Total assets | <u>11,986,861</u> | <u>18,471,394</u> |
| LIABILITIES | | |
| Accounts payable and accrued expenses | 33,851 | 39,490 |
| Due to related entity | <u>14,067</u> | <u>8,357</u> |
| Total liabilities | <u>47,918</u> | <u>47,847</u> |
| NET ASSETS AVAILABLE FOR BENEFITS | <u>\$ 11,938,943</u> | <u>\$ 18,423,547</u> |

See accompanying notes to financial statements.

LOCAL 138 PENSION TRUST FUND

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2020 AND 2019

| | 2020 | 2019 |
|---|---------------|---------------|
| ADDITIONS | | |
| Investment income | | |
| Net appreciation in fair value of investments | \$ 194,084 | \$ 694,380 |
| Interest and dividends | 184,957 | 449,656 |
| | 379,041 | 1,144,036 |
| Less: investment expenses | 27,284 | 44,718 |
| Net investment income | 351,757 | 1,099,318 |
| Employer contributions | 479,890 | 476,381 |
| Withdrawal liability income | 181,011 | 28,050 |
| | 1,012,658 | 1,603,749 |
| DEDUCTIONS | | |
| Benefits paid to participants | 7,052,490 | 7,073,675 |
| Administrative expenses | 444,772 | 442,939 |
| | 7,497,262 | 7,516,614 |
| NET CHANGE | (6,484,604) | (5,912,865) |
| NET ASSETS AVAILABLE FOR BENEFITS | | |
| Beginning of year | 18,423,547 | 24,336,412 |
| End of year | \$ 11,938,943 | \$ 18,423,547 |

See accompanying notes to financial statements.

LOCAL 138 PENSION TRUST FUND

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2020 AND 2019

NOTE 1. DESCRIPTION OF THE PLAN

The following brief description of Local 138 Pension Trust Fund (the Plan) is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General - The Plan is a multiemployer defined benefit pension plan established under the provisions of an Agreement and Declaration of Trust effective January 1, 1956, as amended, between Local 138 affiliated with the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America, and various employers primarily in the trucking and warehousing industry operating in the New York metropolitan area, who are parties to collective bargaining agreements (CBAs) requiring contributions to the Plan. The union and the employers agreed to participate in the operation of a trust fund for the purpose of providing pension retirement benefits to eligible employees of employers who are members of the Union. Effective May 1, 1996, representation of the members of the Teamsters Local Union 138 was assumed by the Teamsters Local Union 802 (the Union). The Plan is administered by a Board of Trustees (Trustees) consisting of union and employer representatives and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Pension Benefits - The Plan provides various forms of retirement pension benefits as well as survivor benefits to eligible participants and beneficiaries as defined in the Plan Document. These include normal and statutory pensions, 25-year service pensions, early retirement pensions, and disability pensions. These benefits are payable in the form of life annuities and joint and survivor annuities. The Plan requires (unless waived) participant and spousal benefits providing for actuarial reduced pensions to participants during their lifetime after which the surviving spouse receives 50% or 75% of the calculated benefit for life.

Funding Policy - Funding to provide the benefits is made through monthly contributions by participating employers on behalf of each covered employee as provided for in the applicable prevailing collective bargaining agreements with the Union. Funding is also provided through the collection of withdrawal liability obligations from former contributing employers. The Plan is non-contributory for employees and is funded from contributions received from employers. The Plan's contributions for the years ended December 31, 2020 and 2019 did not meet the minimum funding requirements of ERISA. The Plan is currently operating under the terms of a rehabilitation plan as required by the Pension Protection Act (PPA), as amended.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting. Under this basis, additions are recorded when earned and deductions are recorded as incurred, regardless of when cash is exchanged.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, if any, and the actuarial present value of accumulated plan benefits. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan determines its valuation policies utilizing information provided by the custodian.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Contributions and Contributions Receivable - Contributions due from employers are accrued at year end only as to those amounts applicable to contribution periods which ended on or before the financial statement dates and are based on subsequent period cash collections. Therefore, an allowance for doubtful accounts is not deemed necessary. Contributions due the Plan as a result of payroll audits of contributing employers are accrued at year end as plan assets and additions to plan assets only when collection in the subsequent period can be observed.

Withdrawal Liability Income and Receivable - The Plan records withdrawal liability receivables when entitlement has been determined, the amount is reasonably determinable, and the future collectability is evaluated. Receivables are reported at the present value of remaining payments that are deemed collectible at year end. There is no allowance recorded as all amounts are reasonably expected to be received.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

Administrative Expenses - Expenses incurred in connection with the general administration of the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. The Plan shares certain administrative expenses with related benefit funds in accordance with a time allocation study.

NOTE 3. ACTUARIAL INFORMATION

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service participants have rendered to contributing employers. Accumulated plan benefits include benefits expected to be paid to (a) pensioners or their beneficiaries (b) inactive participants with rights to immediate or deferred pensions or their beneficiaries and (c) active participants or their beneficiaries. Benefits under the Plan vary in amount, depending on the pension for which the participant qualifies, based on the number of pension credits or years of vesting services attained, the participant's age at retirement and the pension option selected.

The actuarial present value of accumulated plan benefits is determined by the Plan's consulting actuary, O'Sullivan and Associates, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the present value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation as of December 31, 2019 are as follows:

Mortality Rates:

Actives: RP - 2014 Blue Collar Employee Sex Distinct Table using scale MP-2019 generational mortality improvement from the year 2015.

Disabled: RP - 2014 Disabled Retiree Sex Distinct using scale MP-2019 generational mortality improvement from the year 2015.

Retirees: RP - 2014 Blue Collar Annuitant Sex Distinct using scale MP-2019 generational mortality improvement from the year 2015.

Retirement Rates for Actives:

Inactive vested participants are assumed to retire at age 65. Active rates, once reaching 25 years of benefit service or age 65:

| <u>Age</u> | <u>Rate %</u> |
|------------|---------------|
| 45-49 | 10% |
| 50-54 | 7.5% |
| 55-61 | 15% |
| 62 | 30% |
| 63-64 | 20% |
| 65 | 50% |
| 66-69 | 25% |

Net Investment Return:

4.00%

NOTE 3. ACTUARIAL INFORMATION (CONTINUED)

Withdrawal Rates: Table T-5, as retirement rates start, withdrawal rates stop.

Sample rates are as follows:

| <u>Age</u> | <u>Rate %</u> | <u>Age</u> | <u>Rate %</u> |
|------------|---------------|------------|---------------|
| 25 | 7.72% | 50 | 2.56% |
| 30 | 7.22% | 55 | 0.94% |
| 35 | 6.28% | 60 | 0.90% |
| 40 | 5.15% | 65 | 0.00% |
| 45 | 3.98% | | |

Assumption Change - Mortality scale changed from MP-2018 to MP-2019.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. In the event the Plan was to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The actuarial present value of accumulated plan benefits as of December 31, 2019 is shown below:

| | |
|---|-----------------------|
| Actuarial present value of vested accumulated plan benefits | |
| Participants currently receiving benefits | \$ 79,659,417 |
| Other vested benefits | 41,305,324 |
| Total vested benefits | <u>120,964,741</u> |
| Actuarial present value of nonvested benefits | 22,398 |
| Total actuarial present value of accumulated plan benefits | <u>\$ 120,987,139</u> |

The factors which affected the change in the actuarial present value of accumulated plan benefits from the preceding to the current benefit information date are as follows:

| | |
|--|-----------------------|
| Actuarial present value of accumulated plan benefits - January 1, 2019 | \$ 123,948,132 |
| Changes during year due to: | |
| Benefits accumulated and net gains | (214,269) |
| Benefits paid | (7,073,675) |
| Assumption changes | (489,501) |
| Passage of time | 4,816,452 |
| Total change | <u>(2,960,993)</u> |
| Actuarial present value of accumulated plan benefits - December 31, 2019 | <u>\$ 120,987,139</u> |

Since information on the accumulated plan benefits at December 31, 2020 and changes therein for the year then ended are not included above, the financial statements do not purport to present the complete presentation of the financial status of the Plan as of December 31, 2020, and changes in its financial status for the year then ended. As permitted by accounting standards, the financial statements present the complete financial status of the Plan as of December 31, 2019.

NOTE 3. ACTUARIAL INFORMATION (CONTINUED)

Pension Protection Act Filings

For the years ended December 31, 2020 and 2019, the Plan was certified by its actuary to be in critical and declining status (informally known as being in the deep red zone), within the meaning of the Pension Protection Act of 2006 (PPA). As required under the PPA, the Trustees adopted a rehabilitation plan at the end of 2008 that was designed to forestall insolvency for as long as possible (projected insolvency in the year 2022). The rehabilitation plan includes two schedules, a non-default schedule (Preferred) and a Default Schedule. The Preferred Schedule required all contribution rates provided under any CBA be equal to the employer's 2008 contribution rate plus 10 percent.

NOTE 4. FAIR VALUE MEASUREMENTS

Accounting standards provide the framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
- quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability; and
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation approaches used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The Plan uses valuation approaches to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2020 and 2019.

Mutual funds: Valued at the daily closing price as reported by the investment manager. The mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish its daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date and that such changes could materially affect the amounts reported in the financial statements. In addition, the inputs and methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2020 and 2019.

| Description | Assets at Fair Value as of December 31, 2020 | | | |
|--------------|--|----------------------|-------------|-------------|
| | Total | Level 1 | Level 2 | Level 3 |
| Mutual funds | <u>\$ 10,718,073</u> | <u>\$ 10,718,073</u> | <u>\$ -</u> | <u>\$ -</u> |

| Description | Assets at Fair Value as of December 31, 2019 | | | |
|--------------|--|----------------------|-------------|-------------|
| | Total | Level 1 | Level 2 | Level 3 |
| Mutual funds | <u>\$ 17,357,635</u> | <u>\$ 17,357,635</u> | <u>\$ -</u> | <u>\$ -</u> |

NOTE 5. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Plan by letter dated January 22, 2016, that the Plan meets the requirements of Internal Revenue Code (IRC) Section 401(a) and is exempt from federal income taxes under IRC Section 501(a). The Plan has been amended since receiving the determination letter. The Trustees believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if it has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2020 and 2019, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 6. RELATED PARTY TRANSACTIONS

The Plan shares office space and administration with other related benefit funds. As part of a cost sharing arrangement, the Plan's related Bakery Drivers Local 802 Pension Fund (Pension Fund) acts as paying agent for certain common administrative expenses. These common administrative expenses include payroll, employee benefits, rent, as well as other administrative expenses.

Common administrative expenses for the years ended December 31, 2020 and 2019 totaled \$116,536 and \$98,125, respectively. Amounts due the Pension Fund at December 31, 2020 and 2019 totaled \$14,067 and \$8,357, respectively. These amounts were subsequently settled after year end.

NOTE 7. SIGNIFICANT CONTRIBUTING EMPLOYER

Contributions from one employer accounted for approximately 73% and 74% of total employer contributions for the years ended December 31, 2020 and 2019, respectively.

NOTE 8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that the values of investment securities could be different at the reporting date and that such changes could materially affect the amounts reported in the financial statements.

The actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and participant demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near-term would be material to the financial statements.

The COVID-19 pandemic, whose effects first became known in January 2020, is having a broad and negative impact on commerce and financial markets around the world. The extent of the impact of the pandemic on the Plan's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak and its impacts on the Plan's contributing employers and participants, all of which, at present, cannot be determined. Accordingly, the extent to which the pandemic may impact the Plan's financial position is uncertain and the accompanying financial statements include no adjustments relating to the effects of this pandemic.

NOTE 9. PLAN TERMINATION

Although they have not expressed any intention to do so, the Trustees reserve the right to terminate the Plan. Termination shall not permit any part of the Plan assets to be used for or diverted to purposes other than the exclusive benefit of the pensioners, beneficiaries, and participants. In the event of termination, the net assets of the Plan will be allocated to pay benefits in priorities as prescribed by ERISA and its related regulations.

The Pension Benefit Guaranty Corporation (PBGC) provides financial assistance to plans that become insolvent and guarantees certain benefits provided by insolvent plans. Generally, the PBGC guarantees a portion of vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits and the amount of any individual participant's benefit protection is subject to certain limitations, particularly with respect to benefit increases as a result of plan amendments in effect for less than five years.

Whether all participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency of the Plan's net assets to provide those benefits and the level and type of benefits guaranteed by the PBGC at that time.

NOTE 10. LEASE COMMITMENT

The Plan leases office space at 2151 Marion Place, Baldwin, NY, from its affiliated Teamsters Local 802 LLC, under an operating lease. On January 1, 2016, the Plan entered into a five-year lease agreement expiring December 31, 2020. Beginning January 1, 2021, a new five-year lease agreement expiring December 31, 2025, will take effect. Lease payments made to Teamsters Local 802 LLC totaled \$14,267 and \$11,448 for the years ended December 31, 2020 and 2019, respectively.

Future minimum lease payments are as follows:

| For the year ended December 31, | Amount* |
|-------------------------------------|-------------------|
| 2021 | \$ 91,058 |
| 2022 | 93,790 |
| 2023 | 96,693 |
| 2024 | 99,502 |
| 2025 | 102,487 |
| Total future minimum lease payments | <u>\$ 483,530</u> |

* The Plan is responsible for its proportionate share of the rent reported above.

NOTE 11. PARTICIPATION IN MULTIEMPLOYER PLAN

The Plan, on behalf of its office employees which it shares with other affiliated benefit funds, contributes to a multiemployer defined benefit pension plan. The risks of participating in multiemployer plans are different from single-employer plans in the following aspects:

- Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the Plan may be borne by the remaining participating employers.
- If the Plan chooses to stop participating in this multiemployer plan, the Plan may be required to pay an amount, referred to as withdrawal liability, based on the unfunded status of the Plan. The Plan has no intention of stopping its participation in this multiemployer plan.

The Plan's participation in this multiemployer plan for the annual periods ended December 31, 2020 and 2019, is outlined in the table below. The "EIN and Pension Plan Number" rows provide the Employer Identification Number (EIN) and the three-digit plan number. The most recent Pension Protection Act (PPA) zone status available in 2020 and 2019 is for the plan's year end at December 31, 2020 and 2019, respectively. The zone status is based on information that the Plan received from the multiemployer plan and is certified by the multiemployer plan's actuary. Among other factors, plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are less than 80 percent funded, and plans in the green zone are at least 80 percent funded. The FIP/RP Status row indicates whether a funding improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. There have been no significant changes that affect the comparability of 2020 and 2019 contributions. Contribution reported below represent the Plan's proportionate share of the contributions made to this multiemployer plan.

| | |
|----------------------|---------------------------------------|
| Legal Name of Plan: | Bakery Drivers Local 802 Pension Fund |
| EIN: | 51-6112573 |
| Pension Plan Number: | 001 |
| PPA Zone Status: | |
| 2020 | Critical and declining (Red Zone) |
| 2019 | Critical and declining (Red Zone) |
| FIP/RP Status: | Implemented |
| Contributions: | |
| 2020 | \$11,191 |
| 2019 | \$9,147 |
| Surcharge Imposed: | No |

NOTE 12. SUBSEQUENT EVENTS

All subsequent events have been evaluated through TBD, which is the date the financial statements were available to be issued. This review and evaluation revealed no material event or transaction which would require an adjustment to or disclosure in the Plan's financial statements except for the following.

On March 11, 2021, the American Rescue Plan Act of 2021 became law. It included the Emergency Pension Plan Relief Act of 2021. This legislation would create a special financial assistance program under which cash payments would be made by the PBGC to financially troubled multiemployer pension plans. A multiemployer plan must satisfy certain criteria to be eligible for financial assistance. One of those criteria is those plans certified in Critical and Declining Status. Therefore, it is anticipated that the Plan will be eligible for financial assistance, which would be disbursed in a single, lump-sum payment in an amount sufficient to guarantee benefits, without reductions, through 2051. This funding is not a loan and there is no requirement to pay back any financial assistance received. The Plan will be applying for the financial assistance as the PBGC releases more guidance.

SUPPLEMENTAL INFORMATION

DRAFT

LOCAL 138 PENSION TRUST FUND

SCHEDULES OF ADMINISTRATIVE EXPENSES

YEARS ENDED DECEMBER 31, 2020 AND 2019

| | <u>2020</u> | <u>2019</u> |
|--------------------------------------|-------------------|-------------------|
| FUND OFFICE EXPENSES | | |
| Salaries | \$ 127,773 | \$ 116,844 |
| Employee benefits | 59,849 | 56,748 |
| Information technology | 22,044 | 20,318 |
| Rent | 14,267 | 11,448 |
| Office expenses | 11,169 | 7,771 |
| Payroll taxes | 10,223 | 9,471 |
| Postage | 7,396 | 5,383 |
| Telephone and internet | 3,312 | 3,152 |
| Conferences and meetings | 2,886 | 2,376 |
| Employment data verification | 1,071 | 1,590 |
| Total Fund Office expenses | <u>259,990</u> | <u>235,101</u> |
| PROFESSIONAL FEES | | |
| Actuarial and consulting | 49,400 | 48,950 |
| Auditing | 31,746 | 27,366 |
| Legal | 16,040 | 41,083 |
| Total professional fees | <u>97,186</u> | <u>117,399</u> |
| OTHER EXPENSES | | |
| Pension Benefit Guaranty Corporation | 52,200 | 50,808 |
| Bonding and insurance | 35,396 | 39,631 |
| Total other expenses | <u>87,596</u> | <u>90,439</u> |
| TOTAL ADMINISTRATIVE EXPENSES | <u>\$ 444,772</u> | <u>\$ 442,939</u> |

Local 138 Pension Fund

Calculation of future contribution rates

Contribution Rate Calculation for 2021 Plan Year

| ER Code | Employer | Cov | | Cov. | |
|----------------|---------------------------|-------------|-------------|-------------|-------------|
| | | Acts | Act% | 2020 | 2021 |
| 11301/11302 | Krasdale (total) | 118 | 69.4% | \$ 58.01 | \$ 55.56 |
| 485 | Grocery Haulers (GHI) | 5 | 2.9% | \$ 72.00 | \$ 72.00 |
| 516 | L&J Trucking | 9 | 5.3% | \$ 30.80 | \$ 30.80 |
| 496 | L138 Pen Trust Fund (PTF) | 1 | 0.6% | \$ 83.60 | \$ 83.60 |
| 70 | Quaker Sugar | 4 | 2.4% | \$ 25.30 | \$ 25.30 |
| 504 | SLB Transportation | 33 | 19.4% | \$ 86.60 | \$ 86.60 |
| | Total | 170 | 30.6% | \$ 61.91 | \$ 60.21 |
| | | | | | -2.7% |

Contribution Rate for 2026+

| ER Code | Employer | Cov | | Cov. | |
|----------------|--------------------|-------------|-------------|-------------|-------------|
| | | Acts | Act% | 2026 | 2027 |
| 11301/11302 | Krasdale (total) | 118 | 78.1% | \$ 41.62 | \$ 38.38 |
| 504 | SLB Transportation | 33 | 21.9% | \$ 86.60 | \$ 86.60 |
| | Total | 151 | 21.9% | \$ 51.45 | \$ 48.91 |

Contribution Rates for Years between 2021 through 2026 were taken by intropolating between 2

| 2022 | 2023 | 2024 | 2025 | 2026 | 2027 | 2028 | 2029 |
|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| \$ 52.84 | \$ 49.97 | \$ 47.10 | \$ 44.33 | \$ 41.62 | \$ 38.38 | \$ 34.59 | \$ 31.94 |
| \$ 72.00 | \$ 72.00 | \$ 72.00 | \$ 72.00 | \$ 72.00 | \$ 72.00 | \$ 72.00 | \$ 72.00 |
| \$ 30.80 | \$ 30.80 | \$ 30.80 | \$ 30.80 | \$ 30.80 | \$ 30.80 | \$ 30.80 | \$ 30.80 |
| \$ 83.60 | \$ 83.60 | \$ 83.60 | \$ 83.60 | \$ 83.60 | \$ 83.60 | \$ 83.60 | \$ 83.60 |
| \$ 25.30 | \$ 25.30 | \$ 25.30 | \$ 25.30 | \$ 25.30 | \$ 25.30 | \$ 25.30 | \$ 25.30 |
| \$ 86.60 | \$ 86.60 | \$ 86.60 | \$ 86.60 | \$ 86.60 | \$ 86.60 | \$ 86.60 | \$ 86.60 |
| \$ 58.32 | \$ 56.33 | \$ 54.34 | \$ 52.41 | \$ 50.54 | \$ 48.28 | \$ 45.65 | \$ 43.81 |
| -3.1% | -3.4% | -3.5% | -3.5% | -3.6% | -4.5% | -5.4% | -4.0% |

| 2028 | 2029 | 2030 | 2031 | 2032+ |
|-------------|-------------|-------------|-------------|--------------|
| \$ 34.59 | \$ 31.94 | \$ 31.03 | \$ 30.82 | \$ 30.80 |
| \$ 86.60 | \$ 86.60 | \$ 86.60 | \$ 86.60 | \$ 86.60 |
| \$ 45.95 | \$ 43.88 | \$ 43.17 | \$ 43.01 | \$ 42.99 |

2026 rate and 2021 Rate

| 2030 | 2031 | 2032+ |
|-------------|-------------|--------------|
| \$ 31.03 | \$ 30.82 | \$ 30.80 |
| \$ 72.00 | \$ 72.00 | \$ 72.00 |
| \$ 30.80 | \$ 30.80 | \$ 30.80 |
| \$ 83.60 | \$ 83.60 | \$ 83.60 |
| \$ 25.30 | \$ 25.30 | \$ 25.30 |
| \$ 86.60 | \$ 86.60 | \$ 86.60 |
| \$ 43.18 | \$ 43.04 | \$ 43.02 |
| -1.4% | -0.3% | 0.0% |

The Employer Krasdale hires all new employees at the \$30.80 contribution rate. The table below shows are estimate of the % of Krasdale employees over time at each each contribu until all employees being contributed upon at the \$30.80 rate.

| Plan Year | % of Krasdale Lives at CR | | | Average Krasdale CR |
|-----------|---------------------------|----------|----------|---------------------|
| | \$ 83.60 | \$ 66.00 | \$ 30.80 | |
| 2020 | 50% | 2% | 48% | \$ 58.01 |
| 2021 | 46% | 2% | 53% | \$ 55.56 |
| 2022 | 41% | 1% | 58% | \$ 52.84 |
| 2023 | 35% | 1% | 63% | \$ 49.97 |
| 2024 | 30% | 1% | 69% | \$ 47.10 |
| 2025 | 25% | 1% | 74% | \$ 44.33 |
| 2026 | 20% | 1% | 79% | \$ 41.62 |
| 2027 | 14% | 1% | 85% | \$ 38.38 |
| 2028 | 7% | 0% | 93% | \$ 34.59 |
| 2029 | 2% | 0% | 98% | \$ 31.94 |
| 2030 | 0% | 0% | 100% | \$ 31.03 |
| 2031 | 0% | 0% | 100% | \$ 30.82 |
| 2032 | 0% | 0% | 100% | \$ 30.80 |
| 2033 | 0% | 0% | 100% | \$ 30.80 |

tion

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JAN 22 2016

BOARD OF TRUSTEES OF THE LOCAL 138
PENSION TRUST FUND
C/O CARY KANE LLP
CHARLES PERGUE
1350 BROADWAY STE 1400
NEW YORK, NY 10018

Employer Identification Number:
11-6170655

DLN:
17007048056015

Person to Contact:
LISA M WILSON

ID# [REDACTED]

Contact Telephone Number:
(513) 263-4442

Plan Name:
LOCAL 138 PENSION PLAN

Plan Number: 001

REC- [REDACTED]

JAN 26 2016

CARY KANE

Dear Applicant:

Based on the information you provided, we are issuing this favorable determination letter for your plan listed above. However, our favorable determination only applies to the status of your plan under the Internal Revenue Code and is not a determination on the effect of other federal or local statutes. To use this letter as proof of the plan's status, you must keep this letter, the application forms, and all correspondence with us about your application.

Your determination letter does not apply to any qualification changes that become effective, any guidance issued, or any statutes enacted after the dates specified in the Cumulative List of Changes in Plan Requirements (the Cumulative List) for the cycle you submitted your application under, unless the new item was identified in the Cumulative List.

Your plan's continued qualification in its present form will depend on its effect in operation (Section 1.401-1(b)(3) of the Income Tax Regulations). We may review the status of the plan in operation periodically.

You can find more information on favorable determination letters in Publication 794, Favorable Determination Letter, including:

- The significance and scope of reliance on this letter,
- The effect of any elective determination request in your application materials,
- The reporting requirements for qualified plans, and
- Examples of the effect of a plan's operation on its qualified status.

You can get a copy of Publication 794 by visiting our website at www.irs.gov/formspubs or by calling 1-800-TAX-FORM (1-800-829-3676) to request a copy.

This letter considered the 2013 Cumulative List of Changes in Plan Qualification Requirements.

This determination letter applies to the amendments dated on

Letter 5274

BOARD OF TRUSTEES OF THE LOCAL 138

4-11-13 & 2-15-12.

This determination letter also applies to the amendments dated on 1-10-12.

We made this determination on the condition that you adopt the proposed restated plan you submitted with your or your representative's letter dated 2-2-15. You must adopt the proposed plan on or before the date the Income Tax Regulations provide under Section 401(b) of the Internal Revenue Code.

The information on the enclosed addendum is an integral part of this determination. Please be sure to read it and keep it with this letter.

If you submitted a Form 2848, Power of Attorney and Declaration of Representative, or Form 8821, Tax Information Authorization, with your application and asked us to send your authorized representative or appointee copies of written communications, we will send a copy of this letter to him or her.

If you have any questions, you can contact the person listed at the top of this letter.

Sincerely,



Karen D. Truss
Director, EP Rulings & Agreements

Addendum

BOARD OF TRUSTEES OF THE LOCAL 138

This determination letter does not apply to any portions of the document that incorporate the terms of an auxiliary agreement (collective bargaining, reciprocity, or participation agreement), unless you append to the plan document the exact language of the sections that you incorporated by reference.

**MINUTES OF A
MEETING OF THE BOARD OF TRUSTEES OF THE
LOCAL 138 PENSION TRUST FUND
HELD ON
SEPTEMBER 24, 2020
BY CONFERENCE CALL**

A meeting of the Board of Trustees of the Local 138 Pension Trust Fund was held on September 24, 2020 at 10 am by conference call.

Present:

Gerard Fasano, James Shannon and John Grace – Union Trustees
Steve Silver, Paul Rodrigues and Howard Jacobs – Employer Trustees
Gerald Chasin of UBS – Investment Consultant
Vincent Regalbuto of O’Sullivan Associates – Actuary
Charles Pergue of Cary Kane LLP – Counsel
Joseph Morello of Calibre CPA Group PLLC – Accountant
Christina Maderich – Fund Manager
Doris Echeguren – Assistant Fund Manager
Barbara Thompson – Bookkeeper

I. APPROVAL OF THE MINUTES

The minutes for the meeting of June 11, 2020 were presented and read. After discussion, the June 11, 2020 minutes were approved as read.

II. FUND MANAGER’S REPORT

Ms. Christina Maderich presented and reviewed a set of charts. The charts provided a summary of contributions and select expenses for the first and second quarters of 2020 and the months of April, May and June 2020. Changes to the aggregate amount of monthly pensions for the same periods were also shown. The charts also included the number of pensions reinstated as of September 1, 2020 that had been suspended in May 2016 and May 2018. Ms. Maderich next presented a list of checks issued from June 11, 2020 to September 23, 2020 for administrative expenses that were less than \$5,000.

Ms. Maderich then presented and reviewed a letter dated August 24, 2020 from pensioner Benjamin Rivera. Mr. Rivera asked whether his pension would be suspended if he worked as a driver delivering food for a non-profit organization. Under the current rules of the Fund, a pension was suspended if a pensioner worked in disqualifying employment. After review, the Trustees agreed not to suspend Mr. Rivera's pension. And in light of current economic conditions and the impact of insolvency in 2022, it was decided to rescind the Fund's rules on suspending benefits for prohibited employment effective January 1, 2021. Accordingly, on a motion, made seconded and unanimously approved, it was

RESOLVED, the Fund's rules concerning suspension of pensions for prohibited employment are rescinded effective January 1, 2021.

Ms. Maderich mentioned that contributing employer, Academy Chair, had closed. And an assessment of withdrawal liability had been sent. Counsel was directed to work with the Fund Manager in pursuing the claim.

The report of the Fund Manager was then accepted.

III. ACTUARY'S REPORT

Mr. Vincent Regalbuto presented and reviewed a chart showing a summary of the percentage reductions in pensions as a result of the Fund's 2022 insolvency. The average reduction was 175 for the 1,760 participants. He next presented and reviewed a timeline of required actions and disclosures that are to take place prior to 2022. He also presented samples of the disclosures that are to be sent. After discussion, the Actuary's report was accepted.

IV. INVESTMENT CONSULTANT'S REPORT

Mr. Gerald Chasin presented and reviewed a report dated September 2020 entitled "UBS House View: Presentation." The report provided his firm's overview of various classes of investments. Mr. Chasin then presented and reviewed a letter dated September 24, 2020. The letter set forth the transactions since the last meeting. He also presented and reviewed two reports entitled "Investment Performance Period Ending June 30, 2020" and "Investment Performance Period Ending August 31, 2020" respectively. The reports set forth the performance of the Fund's investments and the allocation of assets among them as of June 30, 2020 and August 31, 2020, respectively. After discussion, the report of the Investment Consultant was accepted.

V. ACCOUNTANT'S REPORT

Mr. Joseph Morello reported that the Fund's Annual Return for 2019 was being prepared and would be timely filed. The Accountant's report was then accepted

VI. SCHEDULING OF NEXT MEETING AND ADJOURNMENT

The next meeting was scheduled for December 15, 2020 (subsequently rescheduled to December 11, 2020.) There being no further business, the meeting was adjourned.

December 11, 2020



Employer Trustee



Union Trustee

UNANIMOUS RESOLUTION
OF THE
BOARD OF TRUSTEES
OF THE
LOCAL 138 PENSION TRUST FUND

WHEREAS, the Board of Trustees of the Local 138 Pension Trust Fund maintains the Local 138 Pension Plan which sets forth the requirements for benefits (the "Plan");

WHEREAS, as required, on February 2, 2015 the Plan was restated in its entirety and submitted to the Internal Revenue Service for review; and

WHEREAS, the Internal Revenue Service, having found the Plan in compliance, issued a letter to that effect dated January 22, 2016.

NOW THEREFORE, it is resolved that the document attached hereto entitled "Local 138 Pension Plan As Restated Effective January 1, 2014," is ratified and adopted March 10, 2016.


Trustee


Trustee


Trustee


Trustee


Trustee

LOCAL 138 PENSION PLAN
AS RESTATED
EFFECTIVE JANUARY 1, 2014

Including Plan Amendments through January 31, 2014

Article I

ESTABLISHMENT OF PLAN, EFFECTIVE DATES AND DEFINITIONS

Section 1 -- Establishment of Plan

The Trustees of the Local 138 Pension Trust Fund (herein referred to as the "Fund") have heretofore established the Local 138 Pension Plan (herein referred to as the "Plan") pursuant to the provisions of an Agreement and Declaration of Trust effective as of January 1, 1956. Said Trust Agreement as amended is herein referred to as the "Trust Agreement".

The Plan was amended and restated from time to time thereafter to increase benefits and to comply with all applicable legislation and regulations, the most recent restatement being effective as of January 1, 2009.

Except as otherwise specified herein, this Plan, as restated effective January 1, 2014, applies to Participants who earn Benefit Service on or after December 31, 2013; and the rights relating to any Participant who did not earn Benefit Service on or after January 1, 2014 are determined under the provisions of the Plan, as amended, in effect when he last earned Benefit Service.

Section 2 -- Effective Date

The Plan's original Effective Date was July 1, 1959, except where a later date is provided herein. As herein restated, the Plan shall, under the conditions hereinbefore stated, become effective January 1, 2014. This Restatement includes amendments through January 1, 2014.

Employer's Effective Date - An Employer's Effective Date is the earliest date on which the Employer first became obligated to contribute to the Fund on behalf of its employees.

Employee's Effective Date - An Employee's Effective Date shall be the earliest date on which an Employer is obligated to make contributions to the Fund on behalf of the Employee.

Section 3 – definitions

The following words and phrases as used herein shall have the following meanings:

"Annuity Starting Date" shall mean:

- (a) the first day of the first period for which an amount is payable as an annuity, or
- (b) in the case of a benefit not payable in the form of an annuity, the first day on which all events have occurred which entitle the participant to such benefit.

"Benefit Service" shall have the meaning described in Section 2 of Article 2.

"Break in Service" shall have the meaning described in Section 5 of Article 2.

"Collective Bargaining Agreement" shall mean a written agreement between the Union and a Contributing Employer requiring contributions to the Fund.

"Contribution Date" shall mean, with respect to an Employer and an Employee, the earliest date on which such Employer is obligated to contribute to the Fund on behalf of such Employee.

"Contributing Employer" or "Employer" shall mean any employer bound by a written collective bargaining agreement with the Union to contribute to the Fund. It shall also include the Union with respect to such of its Employees as the Trustees may accept, so long as the Union agrees to contribute on behalf of its Employees at the highest rate required to be paid by any other Contributing Employer. The term Contributing Employer shall also include the Fund with respect to its non-bargained employees, and its bargaining unit employees if so provided in the collective bargaining agreement between the Fund and the collective bargaining representative of its employees.

"Covered Employment" shall mean employment of an Employee by an Employer which is covered by a Collective Bargaining Agreement. Covered Employment shall also include continuous, unbroken periods of employment of an Employee by an Employer immediately prior to the Employer's Effective Date.

"Credited Hours" shall have the meaning described in Section 4 of Article 2.

"Early Retirement" shall mean retirement in accordance with Section 2 of Article 3.

"Employee" shall mean any employee performing work covered by a Collective Bargaining Agreement. It shall also include any employee of the Union for whom the Union agrees to contribute to the Fund and any employee of the Fund, provided that

the Fund's bargaining unit staff shall be included only if contributions are required on behalf of such employees under the collective bargaining agreement between the Fund and the collective bargaining representative of its employees.

"Extra Employee" shall mean an Employee who performs work for an Employer on an as needed basis.

"Fund" shall mean the Local 138 Pension Trust Fund established by the Trust Agreement.

"Normal Retirement" shall mean retirement in accordance with Section 1 of Article 3.

"Normal Retirement Age" shall mean the earlier of:

- (a) the time a Participant accrues thirty (30) years of Benefit Service; and
- (b) the later of
 - (1) the time a plan Participant attains age 65, or
 - (2) the 5th anniversary of the time a Participant commenced participation in the Plan.

Effective for any benefit earned after December 31, 2008, Normal Retirement Age shall mean the later of the first of the month following the Participant's 65th birthday or the fifth Anniversary of the time the Participant commenced participation in the Plan.

"One-Year Break in Service" shall mean any calendar year after 1975 in which a Participant failed to work at least 501 Credited Hours for an Employer; in any calendar year prior to 1976 it shall mean a year in which a Participant failed to earn one or more months of Benefit Service.

"Participant" shall mean any Employee who has satisfied the conditions of Section 1 of Article 2.

"Plan Year" shall mean the calendar year.

"Separation from Service" shall have the meaning described in Section 6 of Article 2.

"Spouse" shall mean the person to whom a Participant is legally married at the time payment of benefits to the Participant begin or, if the Participant should die before benefits become payable, the person to whom the Participant was legally married for at least one year immediately preceding his or her death.

"Trust Agreement" shall mean the Agreement and Declaration of Trust establishing the Local 138 Pension Trust Fund, as amended effective January 1, 1976, and, as such Trust Agreement may from time to time thereafter be amended.

"Trustees" shall mean the individuals holding office pursuant to the terms of the Trust Agreement. The Trustees shall be named fiduciaries of and for the Plan to the extent provided in the Trust Agreement and the Plan.

"Unon" shall mean, for periods prior to May 1, 1996, Local 138, affiliated with the International Brotherhood of Teamsters, and for periods on and after May 1, 1996 Bakery Drivers Local Union 802, affiliated with the International Brotherhood of Teamsters.

"Vesting Service" shall have the meaning described in Section 3 of Article 2.

Article 2

PARTICIPATION, SERVICE CREDIT AND BREAK IN SERVICE

Section 1 -- Participation

- (a) Any Employee for whom contributions to the Plan were required to be made as of December 31, 1975 became a Participant in the Plan, as amended, on January 1, 1976.
- (b) Any Employee not described in subsection (a), above, whose Effective Date was prior to January 1, 1976 and who again becomes an Employee on or after January 1, 1976 before incurring a Break in Service, shall become a Participant in the Plan on the date he again becomes an Employee.
- (c) Any Employee not described in subsection (a) or (b), above, shall become a Participant on the January 1 of the first calendar year in which he worked in employment covered by a Collective Bargaining Agreement and was credited with 1,000 or more Credited Hours in the 12 consecutive months following such date of employment, but in no event earlier than January 1, 1976.
- (d) A Participant's participation in the Plan shall cease in the event of a Participant's Separation from Service except where, at the time of the Separation from Service, the Participant is eligible for a benefit under Article 3. In any event, a Participant's participation shall cease upon the death of the Participant.

Section 2 -- Benefit Service

A Participant's Benefit Service shall be the sum of (a) his Pre-ERISA Benefit Service and (b) his Post-ERISA Benefit Service, determined as follows:

- (a) Pre-ERISA Benefit Service (service prior to January 1, 1976)
 - 1) Pre-ERISA, Pre-Contribution-Date Benefit Service

A Participant shall be credited with Pre-ERISA, Pre-Contribution Date Benefit Service in the following manner:

- (A) A Participant shall receive one month of Benefit Service for each calendar month of continuous, unbroken service that immediately preceded each of his Contribution Dates and that was prior to January 1, 1976, during which he or she worked for the Employer associated with such Contribution Date for at least one week. Such service may include periods prior to such Employer's Effective Date.

- (B) Extra Employment: A Participant shall be credited with Benefit Service for employment as an Extra Employee with an Employer provided that such service occurs prior to the Employee's Effective Date and prior to January 1, 1976. Benefit Service for such employment as an Extra Employee shall be credited in the following manner:

The Participant's earnings as reported to Social Security (for Extra Employment) for each calendar quarter shall be divided by (40) times the Federal minimum wage in effect at the time. The result, truncated to the next lower integer, shall represent the number of full weeks worked by the Participant during the calendar quarter. The Participant shall then be credited with Benefit Service in accordance with the following schedule:

| Full weeks worked in a calendar quarter | Months of Benefit Service |
|--|---------------------------|
| 1-4 | 1 |
| 5-8 | 2 |
| 9 or more | 3 |

A Participant shall not be credited with more than 5 years of Pre-ERISA, Pre-Contribution-Date Benefit Service with respect to service as an Extra Employee.

2) Pre-ERISA, Post-Contribution-Date Benefit Service

A Participant shall be credited with Pre-ERISA, Post-Contribution-Date Benefit Service for all periods of Covered Employment after his Employee's Effective Date and prior to January 1, 1976. He shall be credited with one month of Benefit Service for any calendar month in which he performs a week or more of such Covered Employment.

3) Pre-ERISA Benefit Service Cancelled Due to Break-In-Service

Notwithstanding paragraphs (1) and (2) above, if a Participant incurs a Break-in-Service, as defined in Article 2, Section 5, his Pre-ERISA Benefit Service earned prior to such Break-in-Service shall be cancelled.

4) Non-Duplication Rule

In no event shall the application of the rules of paragraphs (1), (2)

and (3), above, result in more than one month of Pre-ERISA Benefit Service being credited with respect to any calendar month.

(b) Post-ERISA Benefit Service (service on or after January 1, 1976)

1) Post-ERISA, Pre-Contribution-Date Benefit Service

A Participant shall be credited with Post-ERISA, Pre-Contribution Date Benefit Service in the following manner:

- (A) A Participant shall receive one month of Benefit Service for each calendar month of continuous, unbroken service that immediately precedes each of his Contribution Dates and that occurs after December 31, 1975, during which he or she worked in Covered Employment for the Employer associated with such Contribution Date for at least one week. However, with respect to such service worked for an Employer whose Employer's Effective Date is on or after January 1, 1998, such service shall be credited as Benefit Service only if so approved by the Trustees following such Employer's adoption of the Trust Agreement.

Consistent with this provision, all employees of F.W. Honerkamp Co., Inc. engaged in Covered Employment on January 1, 2003 at the Central Islip Facility are credited with one year of Post-ERISA, Pre-Contribution Date Benefit Service for each year of Post-ERISA, Post-Contribution Date Benefit Service earned. Consistent with Article 2, Section 4, Participants shall be credited with Vesting Service for service earned on or after January 1, 2003. In the event that F.W. Honerkamp Co., Inc. withdraws from the Fund, then all such Post-ERISA, Pre-Contribution Date Benefit Service shall be deemed forfeited to the extent permitted.

(B) Extra or Probationary Employment

A Participant shall be credited with Benefit Service for employment as an Extra Employee (or for other periods of non-contributory Covered Employment) provided that such service occurs prior to the Employee's Effective Date but after December 31, 1975.

Benefit Service for such periods of employment occurring prior to January 1, 1998 shall be credited in the following manner:

For Extra Employment, the Participant's covered earnings as

reported to Social Security for each calendar quarter shall be divided by (40) times the Federal minimum wage in effect at the time. The result, truncated to the next lower integer, shall represent the number of full weeks worked by the Participant during the calendar quarter. The Participant shall then be credited with Benefit Service in accordance with the following schedule:

| <u>Full weeks worked in a calendar quarter</u> | <u>Months of Benefit Service</u> |
|--|----------------------------------|
| 1-4 | 1 |
| 5-8 | 2 |
| 9 or more | 3 |

If the Participant's covered Social Security earnings for each calendar quarter are not available then they shall be imputed based on the Participant's covered Social Security earnings for the year. The Participant's covered Social Security earnings for the year shall be allocated to each calendar quarter by dividing the Participant's covered Social Security earnings for the calendar year by four.

For other periods of non-contributory Covered Employment including probationary employment, a Participant shall receive one month of Benefit Service for each calendar month of continuous, unbroken service that immediately precedes each of his Contribution Dates and that occurs after December 31, 1975, during which he or she worked in Covered Employment for the Employer associated with such Contribution Date for at least one week.

Benefit Service for such periods of employment occurring on or after January 1, 1998 shall be credited in accordance with Article 2, Section 2(b)(2)(B), on the basis of 10 Credited Hours for each day of such service.

A Participant shall not be credited with more than 5 years of Post-ERISA, Pre-Contribution-Date Benefit Service with respect to service as an Extra Employee.

2) Post-ERISA, Post-Contribution-Date Benefit Service

A Participant shall be credited with Post-ERISA, Post-Contribution-Date Benefit Service for service after his Effective Date in the following manner:

(A) Employment from January 1, 1976 through December 31, 1997

A Participant shall receive one month of Benefit Service for each calendar month in which contributions are due with respect to the Participant for one or more weeks ending within such month. In no event shall the amount of Benefit Service so credited for a given Plan Year be less than one month of Benefit Service for each 200 completed Credited Hours in such Plan Year, up to a maximum of 12 months.

(B) Employment on or after January 1, 1998

A Participant shall be credited with Benefit Service with respect to each Plan Year beginning on or after January 1, 1998 equal to one month of Benefit Service for each 200 completed Credited Hours in such Plan Year, up to a maximum of 12 months.

In addition, effective January 1, 2009, a participant shall be credited with one month for any hours not otherwise credited towards Benefit Service in such Plan Year which are more than zero hours but less than 200 hours, but in no event will a participant receive more than 12 months of Benefit Service in any one Plan Year.

3) Post-ERISA Benefit Service Cancelled Due to Post-ERISA Break in Service

Notwithstanding paragraphs (1) and (2), above if a Participant incurs a Post-ERISA Break-In-Service, as defined in Article 2, Section 5, his Post-ERISA Benefit Service (as well as any Pre-ERISA Benefit Service) earned prior to such Post-ERISA Break-In-Service shall be cancelled.

4) Non-Duplication Rule

In no event shall the application of the rules of paragraphs (1) and (2) above, result in (a) more than one month of Post-ERISA Benefit Service being credited with respect to any calendar month prior to January 1, 1998, or (b) with respect to any Plan Year beginning on or after January 1, 1998, in any period of service with any given Employer being counted under more than one of the preceding paragraphs 1(A), 1(B), 2(A), or 2(B), or in more than 12 months of Post-ERISA Benefit Service being credited.

c) Evidence of Service

In the absence of proof to the contrary, evidence of membership in the Union shall be acceptable as evidence of Pre-ERISA, Pre-Contribution Date Benefit Service for Participants whose Employee's Effective Date is prior to January 1, 1961.

Union membership alone shall be insufficient to establish Pre-Contribution-Date Benefit Service for Participants whose Employee's Effective Date is on or after January 1, 1961. Such Participants may establish Pre-Contribution-Date Benefit Service by providing evidence of Union membership, Social Security records, Employer records and other types of proof as may be requested by the Trustees.

Section 3 -- Vesting Service

A Participant's Vesting Service shall be the sum of (a) his Pre-ERISA Vesting Service and (b) his Post-ERISA Vesting Service determined as follows:

(a) Pre-ERISA Vesting Service (Service prior to January 1, 1976)

A Participant's number of years of Pre-ERISA Vesting Service shall be equal to the number of completed years of his Pre-ERISA Benefit Service, excluding any such service prior to his Employee's Effective Date; or, if greater, the number of calendar years prior to January 1, 1976 in which he or she is credited with 1,000 or more Credited Hours, excluding any such years ending prior to his Employee's Effective Date. Notwithstanding the foregoing, if a Participant incurs a Break in Service, as defined in Article 2, Section 5, his Pre-ERISA Vesting Service earned prior to such Break in Service shall be cancelled.

(b) Post-ERISA Vesting Service (Service on or after January 1, 1976)

For each calendar year after December 31, 1975, a Participant will be credited with one year of Vesting Service if he or she earns 1,000 or more Credited Hours in such year. Notwithstanding the foregoing, if a Participant incurs a Post-ERISA Break-in-Service, as defined in Article 2, Section 5, his Post-ERISA Vesting Service (as well as any Pre-ERISA Vesting Service) earned prior to such Post-ERISA Break-in-Service shall be cancelled.

Notwithstanding the foregoing, a Participant shall not accrue Vesting Service prior to the calendar year in which the Participant attains age (18).

Section 4 -- Credited Hours

A Participant will earn 50 Credited Hours in any calendar week for which a weekly contribution is required to be made to the Fund on his or her behalf. In any calendar

week for which no weekly contribution is required to be made to the Fund on his or her behalf, a Participant will earn 10 Credited Hours for each day worked under a Collective Bargaining Agreement with a Contributing Employer.

A Participant will earn 10 Credited Hours for each day for which back pay, irrespective of mitigation of damages, is either awarded or agreed to by the Employer. Such hours will be credited to the computation period to which the award or agreement for back Pay pertains rather than the period in which made. Hours for nonperformance of duties shall be credited in accordance with Department of Labor Regulations 2530.200b-2(f).

A Participant will also earn Credited Hours to the extent not otherwise earned at the rate of 50 Credited Hours in each calendar week of non-work in which the following occurs:

- (i) periods of disability up to the maximum period compensated by weekly accident and sickness benefit provisions under the laws of the State of New York, or
- (ii) periods, not exceeding 12 months, of disability arising from employment with a Contributing Employer compensated under an applicable Worker's Compensation Law or,
- (iii) periods of military service for the United States in time of war or emergency or pursuant to a national conscription, law provided the Employee makes himself available for employment with a Contributing Employer within 90 days after release from active duty or 90 days after recovery from a disability continuing after his discharge from military service, but excluding periods of voluntary reenlistment not effected during national emergency or time of war.

Section 5 -- Breaks in Service

- (a) Pre-ERISA Break-in-Service

A Participant incurred a Pre-ERISA Break in Service prior to January 1, 1976, if he or she incurred two consecutive One-year Breaks in Service.

- (b) Post-ERISA Break-in-Service

A Participant incurs a Post-ERISA Break in Service after December 31, 1975, if, prior to becoming eligible for a pension under Article 3, he or she incurs a number of consecutive One-Year Breaks in Service, subsequent to the last year in which the Participant earned a year of Vesting Service, that equals or exceeds the number of years of his or her Vesting Service or, effective January 1, 1987, the greater of five or the number of years of his or her Vesting Service.

- (c)
 - (1) Effective January 1, 1987, solely for purposes of determining whether a

One-Year Break in Service has occurred, the Plan shall treat as Credited Hours hours absent from work:

- (i) by reason of the pregnancy of the individual.;
- (ii) by reason of the birth of a child of the individual;
- (iii) by reason of the placement of a child with the individual in connection with the adoption of such child by such individual; or
- (iv) for purposes of caring for such child for a period beginning immediately following such birth or placement.

For purposes of this sub-paragraph, Credited Hours absent from work are:

- (i) the Credited Hours which otherwise would normally have been credited to such individual but for such absence; or
- (ii) in any case in which the Plan is unable to determine the hours described in clause (i), 10 Credited Hours per day of such absence,

except that the total number of hours treated as Credited Hours under this subparagraph by reason of any such pregnancy or adoption placement shall not exceed 501 hours.

- (2) The hours described in subparagraph (c)(1) shall be treated as Credited Hours:
 - (i) only in the year in which the absence from work begins, if a Participant would be prevented from incurring a One-Year Break in Service in such year solely because periods of absence are treated as Credited Hours as provided in subparagraph (c)(1); or
 - (ii) in any other case, in the immediately following year.
- (3) No credit will be given pursuant to subparagraph (c)(1) unless the individual furnishes to the Plan Administrator such timely information as the Plan may reasonably require to establish:
 - (i) that the absence from work is for reasons referred to in subparagraph (c)(1); and
 - (ii) the number of days for which there was such an absence.
- (d) A Break in Service shall not be deemed to have occurred if such absence was on account of service in the Armed Forces of the United States if the

Participant again became an Employee during the period that his reemployment rights were protected by law.

- (e) Related Benefit Service which is required to be recognized under Article 9 shall not count toward a Break in Service.

Section 6 -- Separation from Service

A Separation from Service will occur on the day on which a Participant quits, retires, is discharged, dies while actively employed or otherwise severs his employment status with an Employer or, if earlier, on December 31 of the calendar year in which the Participant incurred a One-Year Break in Service. A Participant who continues to work with a Contributing Employer in non-Covered Employment has not retired and shall not incur a Separation from Service.

Section 7 -- Return to Employment

If, after a Separation from Service, an Employee is reemployed by an Employer, he shall again become a Participant on the first day of such reemployment provided he has not suffered a Break in Service in accordance with Section 5 of this Article; otherwise he shall enter the Plan as a new Employee and become a Participant in accordance with Section 1 of this Article 2.

Section 8 -- Transfers to or from Bargaining Unit

A Participant's Credited Hours for a Contributing Employer both immediately before the Participant was transferred into the bargaining unit for which the Contributing Employer was required to make contributions to the Fund or immediately following transfer from such a bargaining unit shall be counted in determining his Vesting Service and in determining whether or not he has incurred a One-Year Break in Service.

Section 9 -- Loss of Vesting Service and Benefit Service

A Participant may lose Vesting and/or Benefit Service if he incurs a Break in Service as outlined in Article 2, Section 5 of the Plan.

Section 10 – Military Service

Notwithstanding any provision of this plan to the contrary, contributions, benefits and service credit with respect to qualified military service will be provided in accordance with and to the extent required under Section 414(u) of the Internal Revenue Code.

Effective for deaths occurring on or after January 1, 2007, to the extent required by section 401(a)(37) of the Code, the survivors of a Participant who dies while

performing qualified military service shall be eligible for any additional benefits (other than benefit accruals relating to the period of qualified military service) that would have been provided under the Plan if the Participant had resumed employment and immediately thereafter terminated employment due to death.

Effective January 1, 2009, to the extent required by section 414(u)(12) of the Code and regulations or other guidance issued thereunder, an individual receiving differential wage payments (within the meaning of section 3401(h)(2) of the Code) from the Employer shall be treated as an Employee and the differential wage payments shall be treated as compensation.

For purposes of this section, "qualified military service" means, effective December 12, 1994 any service in the uniformed services (as defined in Chapter 43 of Title 38 U.S.C.) where the Employee is entitled to re-employment rights under such provision for such military service (as amended by USERRA or any corresponding previous or subsequent law). Any Employer that employs or re-employs an Employee following a period of qualified military service shall within thirty (30) days notify the Trustees of such employment or reemployment, even if such Employer was not the Employee's Employer immediately preceding such qualified military service.

A r t i c l e 3 E L I G I B I L I T Y F O R P E N S I O N S

Section 1 -- Normal Retirement

A Participant may retire under this Section on the first day of any month coincident with or following his or her completion of fifteen (15) years of Benefit Service and his attainment of age sixty-five (65)

A Participant who retires under this Section, upon filing of an application therefore pursuant to the procedure prescribed by the Trustees, shall be entitled to receive a Normal Retirement benefit determined in accordance with Article 4, Section 1.

Section 2 -- Early Retirement

A Participant may retire under this Section on the first day of any month coincident with or following the later of:

- (i) the attainment of age fifty-five (55) and
- (ii) the completion of fifteen (15) years of Benefit Service.

A Participant who retires under this Section, upon filing an application therefore pursuant to the procedure prescribed by the Trustees, shall be entitled to receive an early retirement benefit determined in accordance with Article 4, Section 2.

Effective for benefit applications received on or after May 1,, 2012, a terminated Participant who was employed by an Employer who is no longer contributing to the Fund may not receive a benefit payable prior to Normal Retirement Age.

Section 3 -- Twenty-Five Year Retirement

A Participant may retire under this Section on the first day of any month coincident with or next following the date he completes twenty-five (25) years of Benefit Service. No benefit accrued after December 31, 2008 may be applied towards the Twenty-Five Year Retirement Benefit.

A Participant who retires under this Section, upon filing of an application therefore pursuant to the procedure prescribed by the Trustees, shall be entitled to receive a benefit determined in accordance with Article 4, Section 3.

Effective for benefit applications received on or after May 1, 2012, a terminated Participant who was employed by an Employer who is no longer contributing to the Fund may not receive a benefit payable prior to Normal Retirement Age.

Section 4 -- Statutory Retirement

A Participant who does not qualify under the foregoing Section 1, 2 or 3 may

retire under this Section after he has completed five (5) or more years of Vesting Service, or if he has attained Normal Retirement Age and is an Employee on or after such date. Such a Participant has a non-forfeitable right to 100% of his accrued benefit in the Plan.

A Participant who retires under this Section, upon filing an application therefore pursuant to the procedure prescribed by the Trustees, shall be entitled to receive a benefit determined in accordance with Article 4, Section 4.

Section 5 -- Limitation of Benefits

The maximum benefit to which a Participant shall be entitled under any provision of this Plan shall be in accordance with benefits provided by the Plan during the last calendar year in which the Participant earned a year of Vesting Service; provided, however, that no amendment shall reduce or restrict directly or indirectly the benefit provided any Plan Participant prior to the amendment.

Section 6 -- Application for Retirement

Application for benefits under this Article must be filed with the Trustees within the 90 day period ending on the Annuity Starting Date.

Article 4

COMPUTATION AND PAYMENT OF RETIREMENT BENEFITS

Section 1 -- Normal Retirement Benefit

Effective for Participants who earn Benefit Service after December 1, 1999, the monthly Normal Retirement Benefit payable for life, commencing at retirement, to a Participant who retires under Article 3, Section 1 shall be based upon the last 36 full months with respect to which contributions were required to be paid to the Fund on his or her behalf, and shall be the highest amount for which he or she qualifies according to the schedule below.

Notwithstanding the foregoing, in accordance with Article 4, Section 6 of the Plan, pensioners who retired and began to receive a pension and who subsequently return to employment, and later retire after December 1, 1998, are required to have earned an additional three or more years of Benefit Service subsequent to their reemployment, before the schedule below (and/or the rate of Employer contribution in effect upon such later retirement) shall apply to any recomputation of their benefit upon such later retirement.

The monthly Normal Retirement Benefit shall be:

- (1) \$1735, if the rate of contribution on the Participant's behalf during such 36-month period was \$76 or more per week for at least 6 full months; or
- (2) \$1695, if the rate of contribution on the Participant's behalf during such 36-month period was \$74 or more per week for at least 6 full months; or
- (3) \$1655, if the rate of contribution on the Participant's behalf during such 36-month period was \$72 or more per week for at least 6 full months; or
- (4) \$1600, if the rate of contribution on the Participant's behalf during such 36-month period was \$70 or more per week for at least 6 full months; or
- (5) \$1490, if the rate of contribution on the Participant's behalf during such 36-month period was \$68 or more per week for at least 6 full months; or
- (6) \$1390, if the rate of contribution on the Participant's behalf during such 36-month period was \$66 or more per week for at least 6 full months; or
- (7) \$1355, if the rate of contribution on the Participant's behalf during such 36-month period was \$64 or more per week for at least 6 full months; or
- (8) \$1325, if the rate of contribution on the Participant's behalf during such 36-month period was \$62 or more per week for at least 6 full months; or
- (9) \$1290, if the rate of contribution on the Participant's behalf during such 36-

- month period was \$60 or more per week for at least 6 full months; or
- (10) \$1255, if the rate of contribution on the Participant's behalf during such 36-month period was \$58 or more per week for at least 6 full months; or
 - (11) \$1225, if the rate of contribution on the Participant's behalf during such 36-month period was \$56 or more per week for at least 6 full months; or
 - (12) \$1190, if the rate of contribution on the Participant's behalf during such 36-month period was \$54 or more per week for at least 6 full months; or
 - (13) \$1160, if the rate of contribution on the Participant's behalf during such 36-month period was \$52 or more per week for at least 6 full months; or
 - (14) \$1125, if the rate of contribution on the Participant's behalf during such 36-month period was \$50 or more per week for at least 6 full months; or
 - (15) \$1080, if the rate of contribution on the Participant's behalf during such 36-month period was \$48 or more per week for at least 6 full months; or
 - (16) \$1035, if the rate of contribution on the Participant's behalf during such 36-month period was \$46 or more per week for at least 6 full months; or
 - (17) \$985, if the rate of contribution on the Participant's behalf during such 36-month period was \$44 or more per week for at least 6 full months; or
 - (18) \$945, if the rate of contribution on the Participant's behalf during such 36-month period was \$42 or more per week for at least 6 full months; or
 - (19) \$895, if the rate of contribution on the Participant's behalf during such 36-month period was \$40 or more per week for at least 6 full months; or
 - (20) \$845, if the rate of contribution on the Participant's behalf during such 36-month period was \$38 or more per week for at least 6 full months; or
 - (21) \$805, if the rate of contribution on the Participant's behalf during such 36-month period was \$36 or more per week for at least 6 full months; or
 - (22) \$760, if the rate of contribution on the Participant's behalf during such 36-month period was \$34 or more per week for at least 6 full months; or
 - (23) \$720, if the rate of contribution on the Participant's behalf during such 36-month period was \$32 or more per week for at least 6 full months; or
 - (24) \$670, if the rate of contribution on the Participant's behalf during such 36-month period was \$30 or more per week for at least 6 full months; or

- (25) \$620, if the rate of contribution on the Participant's behalf during such 36-month period was \$28 or more per week for at least 6 full months; or
- (26) \$560, if the rate of contribution on the Participant's behalf during such 36-month period was \$26 or more per week for at least 6 full months; or
- (27) \$510, if the rate of contribution on the Participant's behalf during such 36-month period was \$24 or more per week for at least 6 full months; or
- (28) \$480, if the rate of contribution on the Participant's behalf during such 36-month period was \$22 or more per week for at least 6 full months; or
- (29) \$425, if the rate of contribution on the Participant's behalf during such 36-month period was \$20 or more per week for at least 6 full months; or
- (30) \$400, if the rate of contribution on the Participant's behalf during such 36-month period was \$18 or more per week for at least 6 full months; or
- (31) \$370, if the rate of contribution on the Participant's behalf during such 36-month period was \$16 or more per week for at least 6 full months; or
- (32) \$340, if the rate of contribution on the Participant's behalf during such 36-month period was \$14 or more per week for at least 6 full months; or
- (33) \$315, if the rate of contribution on the Participant's behalf during such 36-month period was \$12 or more per week for at least 6 full months; or
- (34) \$290, if the rate of contribution on the Participant's behalf during such 36-month period was \$10 or more per week for at least 6 full months; or
- (35) \$240, if the rate of contribution on the Participant's behalf during such 36-month period was \$8 or more per week for at least 6 full months; or
- (36) \$200, if the rate of contribution on the Participant's behalf during such 36-month period was \$6 or more per week for at least 6 full months; or
- (37) \$150, if the rate of contribution on the Participant's behalf during such 36-month period was \$4 or more per week for at least 6 full months; or
- (38) \$110, if the rate of contribution on the Participant's behalf during such 36-month period was \$2 or more per week for at least 6 full months; or
- (39) \$70.

The monthly Normal Retirement Benefit payable for life to a Participant who retires under Article 3, Section 1, having completed less than

twenty-five (25) years of Benefit Service shall be 4% of the Normal Retirement Benefit set forth above multiplied by his or her Benefit Service.

For employees who retire on or after January 1, 2000, having earned two or more years of Benefit Service after December 31, 1981, the foregoing benefit shall be increased by 3% multiplied by his or her Benefit Service in excess of 25 up to a maximum of 15 of such excess years.

For purposes of the preceding two paragraphs, Benefit Service shall be measured in years and fractions of a year (with each month of Benefit Service equal to one twelfth of a year).

FOR BENEFIT SERVICE EARNED AFTER DECEMBER 31, 2008

The monthly Normal Retirement Benefit commencing at retirement payable for life to any Participant who earns Benefit Service after December 31, 2008 shall be the sum of Normal Retirement Benefit accrued as of December 31, 2008 and the Normal Retirement Benefit accrued after December 31, 2008.

Normal Retirement Benefit accrued as of December 31, 2008

Subject to the terms of any Rehabilitation Plan as defined under Code Section 432 and adopted by the Plan Sponsor and bargaining parties, the Normal Retirement Benefit accrued as of December 31, 2008 is determined based on the Plan's provisions as of that date. Subject to the terms of any Rehabilitation Plan, Benefit Service accrued after December 31, 2008 is to be considered to determine a Participant's eligibility for any of the Plan's benefits, rights or features accrued by the Participant as of December 31, 2008.

Normal Retirement Benefit accrued after December 31, 2008

The Normal Retirement Benefit accrued after December 31, 2008 is equal to the sum of the benefit accrued for each calendar year starting after December 31, 2008. No benefit accrued after December 31, 2008 may be applied to the Twenty-Five Year Retirement Benefit defined at Article 3, Section 3 and Article 4, Section 3. The monthly benefit accrual for a Participant for each calendar year starting after December 31, 2008 is equal to:

One percent (1%) of the highest weekly contribution rate applicable to the Participant for that calendar year multiplied by fifty-two (52), multiplied by the months of Benefit Service earned in that year divided by twelve (12). The highest weekly contribution rate for a calendar year is the highest weekly contribution rate that was required to be made to the Fund by an Employer on the Participant's behalf during the calendar year as specified in the Employer's collective bargaining agreement with Local 802.

Section 2 -- Early Retirement Benefit

The monthly benefit payable for life, commencing at retirement, to a Participant who retires under Article 3, Section 2, shall be determined as set forth under Article 4, Section 1 and shall then be actuarially reduced in accordance with Table A attached hereto to allow for its commencement prior to the Participant's Normal Retirement Age. Effective for benefit applications received on or after May 1, 2012, a terminated Participant who was employed by an Employer who is no longer contributing to the Fund may not receive a benefit payable prior to Normal Retirement Age.

Section 3 -- Twenty-Five Year Retirement Benefit

The monthly benefit payable for life, commencing at retirement, to a Participant who retires under Article 3, Section 3 shall be determined as set forth in Article 4, Section 1 above for a Participant who retires with 25 or more years of Benefit Service. Subject to the terms of any Rehabilitation Plan adopted by the Plan Sponsor and bargaining parties, effective January 1, 2009, the monthly benefit payable for life commencing at retirement to a participant who retires with 25 or more years of Benefit Service under Article 3, Section 3 shall be the benefit accrued as of December 31, 2008 determined by the provisions of Article 4, Section 1 in effect on December 31, 2008 plus the benefit accrued after December 31, 2008 actuarially reduced from Normal Retirement Age to the age that the benefit actually commences. Effective for benefit applications received on or after May 1, 2012, a terminated Participant who was employed by an Employer who is no longer contributing to the Fund may not receive a benefit payable prior to Normal Retirement Age.

Section 4 -- Statutory Retirement Benefit

The monthly benefit payable for life, commencing on the first day of the month coincident with or next following the later of his date of retirement or his Normal Retirement Age, to a Participant who is entitled to a benefit under Article 3, Section 4, shall be equal to the Normal Retirement Benefit set forth in Section 1, above, based on his or her Benefit Service at his date of statutory retirement.

At the Participant's option, if he or she has 15 or more years of Benefit Service, payment actuarially reduced in accordance with Table A attached hereto may commence on the first day of any month coincident with or following the attainment by the Participant of age 55.

At the Participant's option, if he or she is eligible for and receiving disability benefits under the Social Security Act, payment actuarially reduced may commence on the first day of any month coincident with or following the commencement of his Social Security disability benefit. For purposes of the

preceding sentence, the actuarial reduction will be in accordance with Table A attached hereto, except that if payment commences prior to the Participant's attainment of age 55, the amount otherwise payable at age 55 will be further reduced actuarially based on the UP-84 mortality table and 6% interest.

Section 5 -- Payment of Benefits

- (a) The Trustees must first approve the Participant's application before any benefit payments may commence.

The Participant shall be provided with a written explanation of the available benefits no more than 180 and no less than 30 days prior his or her Annuity Starting Date. The explanation shall set forth the economic effect of the benefit options available. A Participant may waive the requirement that the written explanation be provided at least 30 days prior to the Annuity Starting Date so long as:

the explanation is provided prior to the Annuity Starting Date,

the Participant has 30 days after the explanation is provided to waive the QJSA, and

distribution commences no earlier than 7 days after the explanation is provided.

A Participant may elect to waive the 30-day waiting period by returning a written election prior to the expiration of the 30-day period. In the event that a Participant waives the 30-day period, the Fund may accept the Participant's election and authorize payment of his or her benefits. The Participant may change his or her election by the later of the commencement of benefit payments or the end of the 7-day period that begins on the day after the Participant receives the explanation of benefits.

Notwithstanding the foregoing, in the event that a Participant's benefit, which is otherwise scheduled to have an Annuity Starting Date of the first day of the month coincident with or next following the later of the Participant's Normal Retirement Age or cessation of Covered Employment, is delayed because the Participant cannot be located or because the aforementioned written explanation was not provided prior to such scheduled Annuity Starting Date, then (subject to Article 5, Section 7) the actual Annuity Starting Date shall occur within 90 days after the date the Participant is located or such written explanation is provided. In such event, the Participant's benefit shall be actuarially increased to reflect that payment was deferred from the otherwise scheduled Annuity Starting Date to the actual Annuity Starting Date. The actuarial increase will be based on the interest rate and mortality table set forth in Article 5, Section 6.

Notwithstanding this requirement, and consistent with Article 4, Section 5(c), the actuarial increase will not reflect any period during which benefits are suspended while the Participant is engaged in Disqualifying Employment.

- (b) Following the commencement of the payment of retirement benefits, benefits shall be payable as of the first of each month thereafter, and subject to paragraph (c) of this Section, shall continue through the last monthly payment prior to the death of a retired Participant, or if his benefit is payable in accordance with Article 5, Section 3 or 8, through the last monthly payment prior to the death of the surviving spouse or beneficiary as the case may require.
- (c)
 - (1) The pension benefits of a retired Participant who has not reached age 70 1/2 will be suspended for any month in which he or she works or is paid for at least 40 hours of service in employment in the same industry, in the same trade or craft (including related supervisory employment), and the same geographic area covered by the Plan, as when such benefits commenced. Following the termination of such employment, such Participant shall be entitled to receive the retirement benefit he or she was previously receiving or, if applicable, the retirement benefit he or she is entitled to receive in accordance with Section 6 of this Article.
 - (2) "Suspension of benefits" for a month means nonentitlement to benefits for the month. If benefits were paid for a month for which benefits were later determined to be suspendible, the overpayment shall be recoverable through deductions from future pension payments, pursuant to subsection (5) (B).
 - (3)
 - (A) Upon the commencement of pension payments, the Trustees shall notify the Participant of the Plan's rules governing suspension of benefits. Upon resumption of pension payments following suspension, new notification shall be given to the retired Participant, if there has been any material change in the suspension rules.
 - (B) A retired Participant shall notify the Plan in writing within 15 days after starting work of any type and without regard to the number of hours of such work (that is, whether or not less than 40 hours in a month).
 - (C) A retired Participant whose pension has been suspended shall notify the Trustees when "Disqualifying Employment" has ended. The Trustees shall have the right to hold back benefit payments until such notice is filed with the Plan.

- (D) A retired Participant may ask the Trustees whether a particular employment will be "Disqualifying." The Trustees shall provide the retired Participant with their determination, which shall be subject to review in accordance with subsection 4 below.
 - (E) The Trustees shall inform a retired Participant of any suspension of his benefits and of his obligations and rights under this Section and applicable Department of Labor Regulations by notice given by personal delivery or first class mail during the first calendar month in which his or her benefits are withheld.
- (4) A retired Participant shall be entitled to a review of a suspension determination or a status determination under subsection (3) (D) in accordance with the claims procedure set forth in Article 6, Section 2.
- (5)
- (A) Benefits shall be resumed for months after the last month during which the retired Participant is employed in "Disqualifying Employment." Payments shall begin no later than the third month after such period, provided the Participant has complied with the notification requirements of subsection (3)(C) above. The initial payment upon resumption shall include the payment scheduled to occur in the calendar month when payments resume and any amounts withheld during the period between the end of "Disqualifying Employment" and the resumption of payments.
 - (B) Overpayments attributable to payments made for any month or months for which the pensioner was employed in "Disqualifying Employment" both before and after Normal Retirement Age shall be deducted from pension payments otherwise paid or payable subsequent to the period of suspension. A deduction from a monthly benefit shall not exceed 25% of the amount of the retired Participant's monthly benefit (before deduction) except that the Trustees may withhold up to 100% of the first payment made upon resumption after a suspension (which may include up to three month's benefits) in order to recoup such overpayment. If a retired Participant dies before recoupment of overpayments has been completed, deductions shall be made from the benefits payable to his beneficiary or spouse receiving a pension subject to the 25% limitation on the rate of deduction.

- (d) In the event that a pensioner entitled to monthly retirement benefits shall die without receiving payment for any month to which he or she is entitled, the Trustees shall pay the same to his or her spouse and, if there is no surviving spouse, to his or her estate.
- (e) Monthly benefits payable to a Participant or former Participant, if not an even multiple of .50 shall be rounded to the next higher multiple of .50.

Section 6 -- Return to Employment by a Pensioner

In the event that a pensioner returns to employment and later retires, then upon such retirement he or she shall be entitled to a recomputation of benefits (under this Article 4) based upon the aggregate of his or her years of Benefit Service attributable to employment both before and after the period of retirement and on the benefit schedule and rate of Employer contribution upon which his earlier retirement benefit was based. In addition, if he or she has earned three or more years of Benefit Service after his or her return to employment, the recomputation shall also reflect the benefit schedule in effect at the time of his or her later retirement and the rate of Employer contribution during the last 36 full months of contributions received by the Fund on his or her behalf prior to his or her later retirement. If such recomputation is required, the resultant benefit shall be reduced to reflect the actuarial value of any payments made to the pensioner prior to his or her attainment of age 65 unless such payments were made to him or her as a pensioner under Article 3, Section 3.

Section 8 2000 Thirteenth Check

In the month of April, 2000, all pensioners and beneficiaries who as of January 1, 2000 were in pay status shall receive a one-time, non-precedential extra benefit check in the amount of 1000 of such pensioner's or beneficiary's monthly pension benefit.

Article 5
DEATH BENEFITS AND METHODS OF PENSION PAYMENTS

Section 1 -- Regular Pension

Subject to the provisions of Section 3 or 4 below, a pension computed in accordance with Article 4 will be paid until the death of the Participant.

Section 2 -- Pre-Retirement Spouse's Benefit

The spouse of any vested Participant who has been credited with at least one Credited Hour after January 1, 1976 shall be entitled to a pre-retirement spouse's benefit in the event the Participant dies on or after August 23, 1984 and before his or her Annuity Starting Date.

If such Participant's death occurs after he or she has become eligible to commence receiving a benefit under the Plan, the spouse shall be paid a pre-retirement spouse's benefit commencing the first day of the month following the Participant's date of death.

If such Participant's death occurs before he or she has become eligible to commence receiving a benefit under the Plan, the spouse shall be paid a pre-retirement spouse's benefit commencing with the month in which the Participant first would have become eligible to commence receiving a benefit; provided, however, that no pre-retirement spouse's benefit shall be payable if the surviving spouse dies prior to such commencement date.

The amount of the monthly pre-retirement spouse's benefit payable to the spouse for the spouse's lifetime shall be equal to fifty percent (50%) of the benefit that would have been payable to the Participant had he or she (1) left Covered Employment on the earlier of the date he or she last worked in Covered Employment or the date of death, (2) survived until the commencement date of the pre-retirement spouse's benefit as set forth above, and (3) commenced receiving a benefit on such date in the form of a Joint and Survivor Benefit (as defined in Section 3 below).

Notwithstanding the above, the surviving spouse may elect to defer commencement of the pre-retirement spouse's benefit to a later date, but in no event shall such delayed date be later than the first day of the month coincident with or next following the Participant's Normal Retirement Age. In such event, the amount of monthly pre-retirement spouse's benefit shall be determined based on the delayed commencement date elected rather than the earlier commencement date set forth above.

Section 3 -- Joint and Survivor Benefit

A Participant, unless otherwise elected, shall receive a benefit that is an actuarially reduced Joint and Survivor Benefit as described herein. Such reduced benefit will be payable for the Participant's life and upon death, the surviving spouse shall receive 50% of the reduced benefit which will be paid until the spouse's death. Effective January 1, 2009, as an alternative to the Joint and 50% Survivor Benefit, the Participant may elect to have the surviving spouse receive 75% of the reduced benefit. If the Participant has no spouse, or elects in writing in accordance with Sections 4 and 5 of this Article not to receive any Joint and Survivor Benefit, the benefit will be paid in accordance with Sections 1 or 8 of this Article.

A participant shall have an election period of no more than 180 calendar days ending on the Annuity Starting Date to elect not to receive a Joint and Survivor Benefit. Such election may be revoked in writing anytime before payments commence during the election period

Within a period of no more than 180 days and no less than 30 days before the Annuity Starting Date (and consistent with Treasury regulations), the Trustees shall provide the Participant and his Spouse, if any, with a written explanation of:

- the terms and conditions of the Joint and Survivor Annuity including the Joint and 50% Survivor Annuity and the Joint and 75% Survivor Annuity;
- the Participant's right to make and the effect of an election to waive the Joint and Survivor Annuity;
- the right of the Participant's Spouse to consent to any election to waive the Joint and Survivor Annuity;
- the right of the Participant to revoke such election during the Election Period, and the effect of such revocation;
- the relative values of the various optional forms of benefit under the Fund; and
- the right to defer any distribution and the consequences of failing to defer distribution of benefits including a description of how much larger benefits will be if the commencement of distributions is deferred.

Section 4 – Elections

All pensions shall be paid in the form of a Joint and Survivor Benefit, unless the Participant has filed with the Trustees in writing a timely rejection of that form of benefit,

either notarized before a Notary Public or witnessed in writing by an authorized representative of the Fund, subject to all of the conditions of this Section. No rejection shall be effective unless the Spouse of the Participant has consented in writing to such rejection, and acknowledged the effect thereof before a Notary Public or such rejection has been witnessed in writing by an authorized representative of the Fund. No consent shall be required if it is established to the satisfaction of the Trustees that there is no Spouse or that the Spouse cannot be located or if such consent is not required under applicable regulations. A Participant and his Spouse may reject the Joint and Survivor Benefit (or revoke a previous rejection) at any time before the Annuity Starting Date. A Participant and his Spouse shall in any event have the right to exercise this choice during the 180 day period ending on the Annuity Starting Date.

Section 5 -- Additional Conditions

A Joint and Survivor Benefit is not effective under any of the following circumstances:

- (a) A Joint and Survivor Benefit shall not be effective in the case of the surviving spouse of a Participant who is not a retired Participant unless the Spouse was married to the Participant throughout the year preceding the Participant's death.
- (b) A Joint and Survivor Benefit shall not be payable to the surviving spouse of a retired Participant unless the retired Participant and spouse were married to each other throughout the one-year period ending on the earlier of the Annuity Starting Date or the date of the retired Participant's death. In the event a retired Participant was married for less than the one-year period when his or her pension began, the Joint and Survivor Benefit shall be payable if the retired Participant and his Spouse were married for one year before his death.
- (c) Subject to the requirements for documentation described in Section 4 above, the Participant must file, before his Annuity Starting Date, a statement on which the Trustees are entitled to rely, duly notarized or witnessed by an authorized Fund representative, concerning the Participant's marital status which, if false, gives the Trustees the discretionary right to adjust the dollar amount of the pension payments made to the alleged surviving spouse so as to recoup any excess benefits which may have been erroneously paid.
- (d) An election or revocation of a Joint and Survivor Benefit must be:
 - (1) made (or revoked) prior to the Annuity Starting Date;
 - (2) made on forms furnished by the Fund Office; and
 - (3) filed with the Fund Office.
- (e) A Joint and Survivor Benefit, once payable, may not be revoked and

the retired Participant's benefits increased, by reason of the subsequent divorce of the Spouse from the retired Participant or the Spouse predeceasing the retired Participant.

- (f) The rights of a prior Spouse or other family member to any share of a Participant's pension, as set forth under a Qualified Domestic Relations Order, shall take precedence over any claims of the Participant's Spouse at the time of retirement or death.

Section 6 -- Actuarial Equivalents

Actuarially equivalent values as required in Article 4, Section 2, and in this Article 5, Section 3 and Section 8 shall be based upon the 1971 Group Annuity Table, Male, with ages set back six years for Spouses and beneficiaries, and upon interest at the rate of 6% per annum.

Section 7 -- Distribution of Benefits

Benefit payments may not be deferred beyond April 1 of the calendar year following the calendar year in which the Participant attains age 70 1/2.

A Participant who continues to be employed by a Contributing Employer after attaining the age of 70-1/2 may both accrue and receive benefits under the Plan. The amount accrued during any period in which distributions are being received shall be redetermined annually, in accordance with law and applicable regulations.

Section 8 -- Optional Form of Benefit

In lieu of any other form of benefit, a Participant eligible to receive a benefit under Article 3, Sections 1, 2, 3 or 4, who is unmarried or whose Spouse has elected pursuant to Sections 4 and 5 of this Article not to receive a Joint and Survivor Benefit, may elect to receive an actuarially reduced benefit payable jointly to him or her and to a designated beneficiary who may be any individual of his choice other than his or her spouse. Such reduced benefit will be payable during the lifetime of the Participant and after his or her death, his or her designated beneficiary will receive 50% of the reduced benefit during the lifetime of such person. Effective April 1, 2012, a Participant may not elect a payment option which provides a survivor's benefit to a non-Spouse beneficiary.

Section 9 -- Election Requirement

Election of an optional form of benefit under Section 8 shall not become effective unless it has been made in writing in the form designated by the Trustees at least ninety (90) days prior to the Participant's death.

Article 6
ADMINISTRATION

Section 1 – General

The Trustees shall from time to time establish rules for the administration of the Plan.

Section 2 – Claims

The Trustees shall establish and publish procedures for the processing of all claims and appeals.

Section 3 -- Application Forms

Applications shall be made in writing in the form and manner prescribed by the Trustees.

Section 4 -- Information Required

Each and every Employer, Participant and pensioner shall furnish to the Trustees any reasonable information or proof requested by them for the administration of this Pension Plan. Failure on the part of any Participant or pensioner to comply with such request promptly and in good faith shall be sufficient grounds for denying or suspending benefits to such person until he or she does so comply. If a Participant or pensioner makes a false statement material to his claim for benefits, he may be denied any or all benefits, and the Trustees shall have the right to recover any payments made in reliance on such false statement.

Section 5 -- Standard of Proof

The Trustees shall be the sole judges of the standard of proof required in any case and shall have discretion to interpret and apply the Plan rules. In the application and interpretation of the Plan, the decisions of the Trustees shall be final and binding on all parties including Participants, Employers, the Union and pensioners. The Trustees may, at any time, by resolution duly adopted, appoint a committee for the hearing and consideration of any matters specified by the Trustees, and the decision of such committee shall be binding on all parties subject only to disapproval or modification by the Trustees.

Section 6 -- Incompetence of a Pensioner

Any pensioner eligible to receive benefits under the Plan shall be conclusively presumed to have been competent until the date on which the Trustees shall have received written notice in a form and manner acceptable to them, that the pensioner is an incompetent for whom a guardian or other person legally vested with his or her care shall have been appointed, whereupon any future payments to

which he or she is entitled shall be payable to such guardian or other personal legally vested with his or her care.

Notwithstanding the foregoing, if the Trustees find that any person to whom a benefit is payable from the Fund is unable to care for his or her affairs because of illness or accident, any payment due (unless a prior claim therefore shall have been made by a duly appointed guardian, conservator, committee or other legal representative) may be paid to the spouse, a child, a parent, a brother, a sister, or to any other person deemed by the Trustees to have incurred expenses for such person. Any such payment shall be a complete discharge of any liability therefore under the Plan.

Section 7 -- Non-Assignment of Benefits

To the end of making it impossible for any person receiving benefits under the Plan improvidently to imperil the provisions made for his or her support and welfare by directly or indirectly anticipating, pledging, or disposing of his retirement payments hereunder, it is hereby expressly stipulated that no person hereunder shall have any right to assign, alienate, transfer, sell, hypothecate, mortgage, encumber, pledge, commute, or anticipate any retirement benefits or any interest hereunder, and that such benefits or interest shall not in any way be subject to any legal process to levy execution upon attachment or garnishment proceeding against the same for the payment of any claim against such person, nor shall payments be subject to the jurisdiction of any bankruptcy court or insolvency proceedings by the operation of law or otherwise, and any such assignment, etc., shall be void and of no effect whatsoever. Notwithstanding the foregoing, benefits shall be paid in accordance with the applicable requirements of any "Qualified Domestic Relations Order" as defined by Section 206(d)(3) of ERISA.

Article 7
AMENDMENT, TERMINATION AND MERGER

Section 1 – Amendment

The Trustees shall have such power to amend this Plan, provided that they can not reduce accrued benefits under the Plan except as permitted by law.

Section 2 -- Merger of the Plan

If the Plan is merged into or consolidated with any other plan, or if the Plan's assets or liabilities are transferred to any other plan, each Participant will be entitled to receive a benefit immediately after the merger, consolidation, or transfer (if the Plan was then terminated) equal to or greater than the benefit he would have received had the Plan been terminated immediately before the merger, consolidation, or transfer. This Section shall apply only to the extent determined by the Pension Benefit Guaranty Corporation.

Article 8
MISCELLANEOUS

Section 1 – Notices

Notices of the Plan and any amendments thereto shall be given by the Trustees to the Participants in such form as the Trustees may deem appropriate and in accordance with ERISA.

Section 2 -- No Vested Rights

No Participant or other person, except as otherwise specifically provided herein, shall have any right or interest in any of the income or property of any character received or held by or for the account of the Trustees.

Section 3 – Funding

Subject to ERISA, the Trustees shall be free from time to time to determine or vary the manner and means of making provisions for paying the pensions set forth herein, including the establishment of reserves and/or the purchase of annuities with respect to the whole or any part of the Plan, in the manner and to the extent that the Trustees may determine.

Section 4 -- Admission of New Contributing Employers

No Contributing Employer shall be admitted to the Fund unless approved by the Trustees after an actuarial determination that such action would not adversely affect the financial soundness of the Plan.

Section 5 – Separability

The regulations herein provided, as well as each and every Article thereto, shall be deemed separable so that the invalidity of any ruling or Article hereof shall not affect the validity of the remaining rules and Articles.

Section 6 -- Limitation on Benefits

Notwithstanding any provision in the Plan to the contrary, benefits shall be limited in accordance with Code Section 415 and the Treasury Regulations thereunder, the provisions of which are incorporated by reference. For this purpose, the Limitation Year shall be the Plan Year and Compensation shall be as defined in Treasury regulations section 1.415(c)-2(d)(3)

The annual benefit paid in any limitation year shall be adjusted so that it does not exceed the maximum permissible amount for that limitation year.

In addition, the benefit earned or accrued in any Limitation shall be adjusted but only to the extent necessary to satisfy Code Section 415 so that the benefit accrued does not exceed the maximum permissible amount that may be accrued or earned in that limitation year.

In the event that benefits of this Plan must be aggregated with benefits of another plan to determine compliance with Code Section 415, the benefits of the other plan shall be adjusted to the extent necessary to comply with Code Section 415.

Section 7 -- Governing Law

This Pension Trust Fund shall be construed, administered, regulated and governed in all respects under and by the laws of the State of New York, except where the provisions of ERISA take precedence.

Article 9 PRO RATA PENSIONS

Section 1 -- Purpose

Pro rata pensions are provided under this Pension Plan for Participants who under Sections 1, 2, 3 and 4 of Article 3 after December 31, 1975 would be ineligible for benefits solely because their years of employment have been divided between employment recognized under a Related Plan or whose benefits would be less than the full amount because of such division of employment.

Section 2 -- Related Plans

A Related Plan shall mean only a plan which the Trustees have recognized by a resolution, duly adopted. The recognition of such a Related Plan may be limited to one or more specific bargaining units.

The determination of Related Benefit Service, eligibility for a Pro Rata Pension and the amount of any Pro Rata Pension shall be subject to such additional terms set forth in such reciprocity agreement resolution as the Trustees may, under rules established from time to time and consistently applied, continue to implement.

Section 3 -- Related Benefit Service

Benefit Service accumulated and maintained by a person under a Related Pension Plan shall be recognized under this Pension Plan as Related Benefit Service. The total of a person's Related Benefit Service and the Benefit Service which he has accumulated and maintained directly under this Pension Plan (referred to in this Article as Local 138 Benefit Service) shall be known as his Combined Benefit Service. The terms "Pension Plan" or "this Plan" or "Local 138 Pension Plan" shall be synonymous.

Section 4 -- Eligibility

- (a) A Participant shall be eligible under Section 1, 2, 3 or 4 of Article 3 for a pro rata pension under the Plan if he meets all of the following requirements:
 - (1) He would be eligible for a benefit under the Plan were his Combined Benefit Service treated as Local 138 Benefit Service. Eligibility for a benefit and the amount of the benefit shall be determined on the basis of the Plan as it was in effect at the time contributions to this Fund on his behalf ceased.
 - (2) He has at least three years of Combined Benefit Service of which no less than six such months are Local 138 Benefit Service.

- (3) He is found entitled to a pro rata pension from the Related Plan under which he is last covered before his retirement.
 - (4) He has met such additional requirements set forth in the reciprocity agreement resolution with the Related Plan as the Trustees may from time to time require, on a basis consistently applied to similarly situated participants
 - (5) In the case of a Participant eligible for a pro rata pension under Section 4 of Article 3, he must have at least some Combined Benefit Service after January 1, 1990.
- (b) If a Participant applies for, is found eligible for, and elects to receive a pro rata pension under the Plan, he shall not be entitled to receive any other benefit under the Plan.

Section 5 -- Benefit Amount

- (a) The amount of the pro rata pension shall be determined as follows:
- (1) There shall first be determined the amount of the pension to which the Participant would be entitled under the Local 138 Pension Plan if his Combined Benefit Service had all been Local 138 Benefit Service. Such pension shall be determined on the basis of the Plan as it was in effect at the time contributions to this Fund on his behalf ceased. This shall be the same before rounding.
 - (2) A portion of that amount shall then be taken, based on the ratio of the number of months of his employment since September 1, 1952, for which contributions were made to the Plan to the number of months of his employment since September 1, 1952 for which contributions were made to the Plan and to the Related Pension Plan under which he has acquired Related Benefit Service used to qualify him for a pro rata pension. Such ratio shall be determined, and shall be frozen, as of December 31, 2008, for any Participant who earns no benefit from the Plan after 2008. Any time prior to the most recent period establishing 25 years of Combined Benefit Service shall be disregarded for reciprocity agreements signed prior to January 1, 1981; provided, however, that in the case where a Participant is also eligible for a pro rata pension from a Related Plan whose reciprocity agreement was signed on or after January 1, 1981, such periods of Combined Benefit Service shall not be disregarded if including them in the calculation would produce a larger pro rata pension from the Plan.
- (b) Employment since September 1, 1952, for which contributions were made to the Plan or to a Related Pension Plan shall include periods of employment for which the employer was obligated by his collective bargaining agreement so to contribute, even though such contributions were not actually paid.

Section 6 -- Non-Duplication of Credits

In determining the benefit amount under paragraph (a)(1) of Section 5 of this Article, a Participant shall not receive more in Combined Benefit Service for any given month or year than he would receive in Benefit Service if all of his relevant employment were under the coverage of that plan (whether it be the Plan or one of the Related Plans under which he worked) which would grant him the greatest amount of credit for that particular period. However, for purposes of paragraph (a)(2) of Section 5, the number of months of Local 138 Benefit Service shall be determined independently of his Local 138 Benefit Service notwithstanding duplicate credits resulting from split employment within particular month(s) or year(s).

Section 7 -- Payment

Payment of a pro rata pension shall be subject to all of the conditions applicable to the other types of pensions under the Plan.

Section 8 -- Honoring of Benefit Service

The Trustees shall credit Related Benefit Service on the basis of the information supplied by the Related Plan.

ARTICLE XI – MINIMUM DISTRIBUTION REQUIREMENTS

10.1 General Rules

- (a) **Effective Date.** The provisions of this Article will apply for purposes of determining required minimum distributions for calendar years beginning with the 2003 calendar year.
- (b) **Precedence.**
 - (i) The requirements of this Article will take precedence over any inconsistent provisions of the Plan.
 - (ii) Except to the extent inconsistent with this Article, all distribution options provided under the Plan are preserved.
 - (iii) This Article does not authorize any distribution options not otherwise provided under the Plan.
- (c) **Requirements of Treasury Regulations Incorporated.** All distributions required under this Article will be determined and made in accordance with the Treasury regulations under section 401(a)(9) of the Code.
- (d) **TEFRA Section 242(b)(2) Elections.** Notwithstanding the other provisions of this Article, other than this Subsection (d), distributions may be made under a designation made before January 1, 1984, in accordance with section 242(b)(2) of the Tax Equity and Fiscal Responsibility Act (TEFRA) and the provisions of the plan that relate to section 242(b)(2) of TEFRA.

10.2 TIME AND MANNER OF DISTRIBUTION

- (a) **Required Beginning Date.** The participant's entire interest will be distributed, or begin to be distributed, to the Participant no later than the Participant's Required Beginning Date.
- (b) **Death of Participant Before Distributions Begin.** If the Participant dies before distributions begin, the Participant's entire interest will be distributed, or begin to be distributed, no later than as follows:
 - (i) If the Participant's surviving spouse is the Participant's sole Designated Beneficiary, distributions to the surviving spouse will begin by December 31 of the calendar year immediately following the calendar year in which the Participant died, or by December 31 of the calendar year in which the Participant would have attained age 70½, if later.
 - (ii) If the Participant's surviving spouse is not the Participant's sole Designated Beneficiary, distributions to the Designated Beneficiary

will begin by December 31 of the calendar year immediately following the calendar year in which the Participant died.

- (iii) If there is no Designated Beneficiary as of September 30 of the year following the year of the Participant's death, the Participant's entire interest will be distributed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.
- (iv) If the Participant's surviving spouse is the Participant's sole Designated Beneficiary and the surviving spouse dies after the Participant but before distributions to the surviving spouse begin, this Section 10.2, other than Section 10(b)(i), will apply as if the surviving spouse were the Participant.

For purposes of this Section 10.2 and Section 10.5, distributions are considered to begin on the Participant's Required Beginning Date (or, if Section 10.2(b)(iv) applies, the date distributions are required to begin to the surviving spouse under Section 10.2(b)(i)). If annuity payments irrevocably commence to the Participant before the Participant's Required Beginning Date (or to the Participant's surviving spouse before the date distributions are required to begin to the surviving spouse under Section 10.2(b)(i), the date distributions are considered to begin is the date distributions actually commence.

(c) Form of Distribution.

Unless the Participant's interest is distributed in a single sum on or before the Required Beginning Date, as of the first distribution calendar year distributions will be made in accordance with Section 10.3, 10.4 and 10.5 of this Article.

10.3 DETERMINATION OF AMOUNT TO BE DISTRIBUTED EACH YEAR

- (a) General Annuity Requirements. If the Participant's interest is paid in the form of annuity distributions under the Plan, payments under the annuity will satisfy the following requirements:
 - (i) the annuity distributions will be paid in periodic payments made at intervals not longer than one year;
 - (ii) the distribution period will be over a life (or lives) or over a period certain not longer than the period described in Section 10.4 or 10.5,
 - (iii) once payments have begun over a period certain, the period certain will not be changed even if the period certain is shorter than the maximum permitted;

- (iv) payments will either be nonincreasing or increase only as follows:
 - (A) by an annual percentage that does not exceed the annual percentage increase in a cost-of-living index that is based on prices of all items and issued by the Bureau of Labor Statistics;
 - (B) to the extent of the reduction in the amount of the Participant's payments to provide for a survivor benefit upon death, but only if the beneficiary whose life was being used to determine the distribution period described in Section 10.4 dies or is no longer the Participant's beneficiary pursuant to a qualified domestic relations order within the meaning of section 414(p);
 - (C) to provide cash refunds of employee contributions upon the Participant's death; or
 - (D) to pay increased benefits that result from a Plan amendment.
- (b) Amount Required to be Distributed by Required Beginning Date. The amount that must be distributed on or before the Participant's Required Beginning Date (or, if the Participant dies before distributions begin, the date distributions are required to begin under Section 10.2(b)(i) or (ii)) is the payment that is required for one payment interval. The second payment need not be made until the end of the next payment interval even if that payment interval ends in the next calendar year. Payment intervals are the periods for which payments are received, e.g., bi-monthly, monthly, semi-annually, or annually. All of the Participant's benefit accruals as of the last day of the first distribution calendar year will be included in the calculation of the amount of the annuity payments for payment intervals ending on or after the Participant's Required Beginning Date.
- (c) Additional Accruals After First Distribution Calendar Year. Any additional benefits accruing to the Participant in a calendar year after the first distribution calendar year will be distributed beginning with the first payment interval ending in the calendar year immediately following the calendar year in which such amount accrues.

10.4 REQUIREMENTS FOR ANNUITY DISTRIBUTIONS THAT COMMENCE DURING PARTICIPANT'S LIFETIME

- (a) Joint Life Annuities. Where the Beneficiary is Not the Participant's Spouse. If the Participant's interest is being distributed in the form of a joint and survivor annuity for the joint lives of the Participant and a nonspouse beneficiary, annuity payments to be made on or after the Participant's Required Beginning Date to the Designated Beneficiary after the Participant's death must not at any time exceed the applicable

percentage of the annuity payment for such period that would have been payable to the Participant using the table set forth in Q&A-2 of section 1.401(a)(9)-6 of the Treasury regulations as adjusted in the manner set forth in Q&A-2(c) of that regulation. If the form of distribution combines a joint and survivor annuity for the joint lives of the Participant and a preceding sentence will apply to annuity payments to be made to the Designated Beneficiary after the expiration of the period certain.

- (b) **Period Certain Annuities.** Unless the Participant's spouse is the sole Designated Beneficiary and the form of distribution is a period certain and no life annuity, the period certain for an annuity distribution commencing during the Participant's lifetime may not exceed the applicable distribution period for the Participant under the Uniform Lifetime Table set forth in section 1.401(a)(9)-9 of the Treasury regulations for the calendar year that contains the annuity starting date. If the Annuity Starting Date precedes the year in which the Participant reaches age 70, the applicable distribution period for the Participant is the distribution period for age 70 under the Uniform Lifetime Table set forth in section 1.401(a)(9)-9 of the Treasury regulations plus the excess of 70 over the age of the Participant as of the Participant's birthday in the year that contains the Annuity Starting Date. If the Participant's spouse is the Participant's sole Designated Beneficiary and the form of distribution is a period certain and no life annuity, the period certain may not exceed the longer of the Participant's applicable distribution period, as determined under this Section 10.4.(b), or the joint life and last survivor expectancy of the Participant and the Participant's spouse as determined under the Joint and Last Survivor Table set forth in section 1.401(a)(9)-9 of the Treasury regulations, using the Participant's and spouse's attained ages as of the Participant's and spouse's birthdays in the calendar year that contains the Annuity Starting Date.

10.5 REQUIREMENTS FOR MINIMUM DISTRIBUTIONS WHERE PARTICIPANT DIES BEFORE DATE DISTRIBUTIONS BEGIN.

- (a) **Participant Survived by Designated Beneficiary.** If the Participant dies before the date distribution of his or her interest begins and there is a Designated Beneficiary, the Participant's entire interest will be distributed, beginning no later than the time described in Section 10.2(b) (i) or (ii), over the life of the Designated Beneficiary or over a period certain not exceeding:
 - (i) unless the Annuity Starting Date is before the first distribution calendar year, the life expectancy of the Designated Beneficiary determined using the beneficiary's age as of the beneficiary's birthday in the calendar year immediately following the calendar year of the Participant's death; or

- (ii) if the Annuity Starting Date is before the first distribution calendar year, the life expectancy of the Designated Beneficiary determined using the beneficiary's age as of the beneficiary's birthday in the calendar year that contains the Annuity Starting Date.
- (b) No Designated Beneficiary. If the Participant dies before the date distributions begin and there is no Designated Beneficiary as of September 30 of the year following the year of the Participant's death, distribution of the Participant's entire interest will be completed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.
- (c) Death of Surviving Spouse Before Distributions to Surviving Spouse Begin. If the Participant dies before the date distribution of his or her interest begins, the Participant's surviving spouse is the Participant's sole Designated Beneficiary, and the surviving spouse dies before distributions to the surviving spouse begin, this Subsection 10.5 will apply as if the surviving spouse were the Participant, except that the time by which distributions must begin will be determined without regard to Section 10.2(b)(i).

10.6 DEFINITIONS

- (a) Designated Beneficiary. The individual who is designated as the beneficiary under Section 8.6 of the Plan and is the Designated Beneficiary under section 401(a)(9) of the Internal Revenue Code and section 1.401(a)(9)-4, Q&A-4, of the Treasury regulations.
- (b) Distribution calendar year. A calendar year for which a minimum distribution is required. For distributions beginning before the Participant's death, the first distribution calendar year is the calendar year immediately preceding the calendar year which contains the Participant's Required Beginning Date. For distributions beginning after the Participant's death, the first distribution calendar year is the calendar year in which distributions are required to begin pursuant to Section 10.2(b).
- (c) Life expectancy. Life expectancy as computed by use of the Single Life Table in section 1.401(a)(9)-9 of the Treasury regulations.
- (d) Required Beginning Date. The date specified in the Plan.

T A B L E A
 MULTIPLIERS FOR DETERMINING RETIREMENT
 BENEFIT UNDER ARTICLE 4, SECTION 2 OR 4

COMPLETED MONTHS

| Age | COMPLETED MONTHS | | | | | | | | | | | |
|-------|------------------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|
| Years | 0 | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 |
| 55 | .3853 | .3882 | .3911 | .3940 | .3968 | .3997 | .4026 | .4055 | .4084 | .4113 | .4141 | .4170 |
| 56 | .4199 | .4231 | .4263 | .4295 | .4327 | .4359 | .4391 | .4423 | .4455 | .4487 | .4519 | .4551 |
| 57 | .4583 | .4619 | .4655 | .4691 | .4726 | .4762 | .4798 | .4834 | .4870 | .4906 | .4941 | .4977 |
| 58 | .5013 | .5053 | .5093 | .5133 | .5173 | .5213 | .5253 | .5293 | .5333 | .5373 | .5413 | .5453 |
| 59 | .5493 | .5538 | .5583 | .5628 | .5673 | .5718 | .5763 | .5807 | .5852 | .5897 | .5942 | .5987 |
| 60 | .6032 | .6083 | .6133 | .6184 | .6234 | .6285 | .6336 | .6386 | .6437 | .6487 | .6538 | .6588 |
| 61 | .6639 | .6696 | .6753 | .6811 | .6868 | .6925 | .6982 | .7039 | .7096 | .7154 | .7211 | .7268 |
| 62 | .7325 | .7390 | .7455 | .7519 | .7584 | .7649 | .7714 | .7778 | .7843 | .7908 | .7973 | .8037 |
| 63 | .8102 | .8176 | .8250 | .8324 | .8397 | .8471 | .8545 | .8619 | .8693 | .8767 | .8840 | .8914 |
| 64 | .8988 | .9072 | .9157 | .9241 | .9325 | .9410 | .9494 | .9578 | .9663 | .9747 | .9831 | .9916 |

**SUPPLEMENT TO THE
JANUARY 1, 2014 PLAN DOCUMENT
OF THE
LOCAL 138 PENSION TRUST FUND**

**EXCERPTS FROM THE
COLLECTIVE BARGAINING AGREEMENTS
OF THE CONTRIBUTING EMPLOYERS**

**AGREEMENT
BY AND BETWEEN**

ACADEMY CHAIR RENTING CO

AND

**BAKERY DRIVERS UNION LOCAL NO 802
AFFILIATED WITH THE INTERNATIONAL
BROTHERHOOD OF TEAMSTERS**

EFFECTIVE JULY 15, 2013

TO

JULY 15, 2016

ARTICLE 16 -

PENSION

- A) The Employer agrees to contribute to the Local 138 Pension Trust Fund for the purpose of providing retirement benefits for covered employees. The said trust Fund shall be administered pursuant to the written Agreement and Declaration of Trust presently in effect and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan to be adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contributions to the Trust Fund shall be deductible as business expenses. The said contributions shall be at the rate negotiated upon for every year of this agreement and as detailed in the Rehabilitation Plan Under IRC Section 432(e) approved by the Trustees on November 2010. The said contributions shall commence as of Present Payments and shall be paid on or before the 10th day of each month covering all payroll periods which ended during the preceding calendar month.
- (B) Effective March 15, 2010 the Employer shall contribute the rate as detailed in the Rehabilitation Plan cited above (\$41.80 per member per week)

ARTICLE 17 -

MEDICAL PLAN COVERAGE

Academy Chair will provide single coverage as per 2001 contract after complete of 180 days for its full time employees. All full-time Union Employees are eligible for Medical Coverage. *Inverses after the base year will be born by employee 2013*

ARTICLE 18 -

DRIVE LANGUAGE

The Employer agrees to deduct from the paycheck of all employees who submit authorization cards and are covered by this Agreement voluntary contributions to D.R.I.V.E. D.R.I.V.E. shall notify the Employer of the amounts designated by each contributing employee that are to be deducted from his/her paycheck on a weekly basis and for all weeks worked. The phrase "weeks worked" excludes any week other than a week in which the employee earned a wage.

The Employer shall transmit to National DRIVE Headquarters on a monthly basis, in one check the total amount deducted along with the name of each employee on whose behalf a deduction is made, the employee's Social Security number and the amount deducted from the employee's paycheck and transmit to:

National D.R.I.V.E.
P.O. Box 758637
Baltimore, MD 21275

ARTICLE 19 -

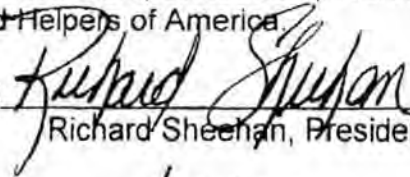
TERM OF AGREEMENT

This Agreement shall be effective and retroactive as of July 15, 2013 and shall continue in full force and effective until July 15, 2016.

BAKERY DRIVERS UNION LOCAL 802

Affiliated with the International Brotherhood
Of Teamsters, Chauffeurs, Warehousemen
and Helpers of America

By:


Richard Sheehan, President

Date:

11/12/13

By:


Edwin Figueroa- Recording Secretary

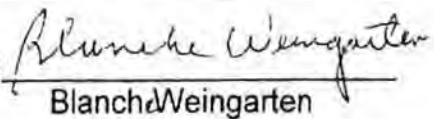
Date:

11/12/13

ACADEMY CHAIR RENTING CO

82-33 Queens Blvd
Elmhurst, NY 11373

By:


Blanch Weingarten

Date:

12/11/13

AUG 8 1 2014

**AGREEMENT
BY AND BETWEEN**

AUG 1 8 2014

CHESLER PLYWOOD CORP.

AND

**BAKERY DRIVERS UNION LOCAL NO 802
NEW YORK, NY**

**Affiliated with the
INTERNATIONAL BROTHERHOOD OF TEAMSTERS,
CHAUFFEURS, WAREHOUSEMEN AND HELPERS OF
AMERICA**

Effective October 1, 2013 – September 30, 2016

that all the terms and conditions of this Agreement shall continue in full force and effect and to the status quo maintained. The Employer agrees not to seek damages or any other relief provided under the Taft-Hartley Law and any amendments thereto but to submit all claims of any nature against the Union and its members for final determination by arbitration pursuant to the arbitration provisions of this Agreement. During the life of this Agreement, there shall be no strike, lockout or any cessation of work, unless either party fails to comply with the decision of the arbitrator.

ARTICLE 20 - MILITARY SERVICE

In the event that any one of more of the regular employees of the Employer shall leave the Employer's employ in a national emergency for the purpose of entering the military or naval service of the United States of America, such employee shall retain the rights of employment in the order of seniority under this contract, providing that the said employee applies for reinstatement within 90 days after his discharge from said service and is able to fill the position.

ARTICLE 21 - PENSION

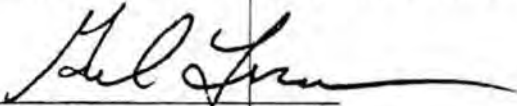
(A) The Employer agrees to contribute to the Local 138 Pension Trust Fund for the purpose of providing retirement benefits for covered employees. The said trust Fund shall be administered pursuant to the written Agreement and Declaration of Trust presently in effect and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan to be adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contributions to the Trust Fund shall be deductible as business expenses. The said contributions shall be at the rate negotiated upon for every year of this agreement and as detailed in the Rehabilitation Plan under IRC Section 432(e) approved by the Trustees on November 2010. The said contributions shall commence as of Present Payments and shall be paid on or before the 10th day of each month covering all payroll periods which ended during the preceding calendar month.

(B) Effective 10/1/2014 the Employer shall contribute the rate as detailed in the Rehabilitation Plan cited above \$68.20 per member per week.

(C) Contributions for new hires shall begin after the 180 day probation period.

(D) The Union may also contribute to the Pension fund for its employees at the above rate and if it makes such contributions shall be considered an employer within the meaning of the Trust Agreement.

BAKERY DRIVERS UNION TEAMSTER
LOCAL 802 Affiliated with the
International Brotherhood of Teamsters



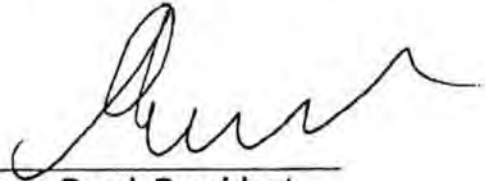
Gerard Fasano, President



Edwin Figueroa, Recording Secretary
Business Agent

Date: 8/15/14

CHESLER PLYWOOD CORP.



Gene Pearl, President

Date: 8-18-14

SEP 10 2012

AGREEMENT

BY AND BETWEEN

FORDHAM SUPPLY CO, INC.

AND

BAKERY DRIVERS UNION LOCAL NO. 802

NEW YORK, NY

Affiliated with the

INTERNATIONAL BROTHERHOOD OF

TEAMSTERS, CHAUFFERS, WAREHOUSEMEN

AND

HELPERS OF AMERICA

EFFECTIVE JULY 1, 2012

TO

JUNE 30, 2015

handling the job. Capability shall be presume until the contrary is proven in accordance with the arbitration clause herein.

ARTICLE 14- SHOP STEWARDS

(A) There shall be a Shop Steward who shall be elected by the Employees. It shall be the duty of the Shop Steward to see that both the Employer and the members of the Union complies with this agreement. There shall be no discrimination against the Shop Steward or any other union member for the Union activities.

(B) The Employer desiring to employ temporary extra help shall notify the Union by phone at its office. The Employer may at its discretion employ such extra help from or through the Union or may employ such extra help elsewhere. Such extra help, if and when employed for a period of thirty (30) continuous days, shall be considered regular employees entitled to the privileges accruing to the employees under this contract provided, however, that if such extra help is or are replacing any regular employees receiving the benefits under this contract, then such extra help shall not become regular employees.

ARTICLE 15- ARBITRATION

(A) The Arbitrator shall be designated pursuant to the rules and regulation of the American Arbitration Association for labor disputes, upon the written request of either the Employer or the Union, and shall proceed in accordance with such rules and regulation.

(B) The Arbitrator shall consider each case solely on its merits and this Agreement shall constitute the basis upon which the decision shall be rendered. The Arbitrator shall have no power to alter, amend, revoke, or suspend any of the provisions of this Agreement.

(C) The decision of the arbitrator shall be final, binding, and conclusive upon the parties and shall be rendered within seventy-two hours (72) after completion of all evidence and testimony.

(D) There shall be no strike, boycott, interruption of work, stoppage, or slowdown, or walkout except in the event that the Employer fails to comply with the written decision of the arbitrator. There shall be no lockout by the Employer unless the Union or the employees fail to comply with the written decision of the arbitrator.

ARTICLE 16- MILITARY LEAVE

In the event that any one or more of the regular employees shall leave the Employer Company for the purpose of entering the military or naval service of the Unites States of America, such Employee shall retain his rights of re-employment as provided by applicable law and to the extend permitted by law, consistent with the contract, including its provisions concerning seniority.

ARTICLE 17- PENSION

(A) The Employer agrees to contribute to the Local 138 Pension Trust Fund for the purpose of providing retirement benefits for covered employees. The said Trust Fund shall be administered pursuant to the written Agreement and Declaration of Trust presently in effect and as the same may

be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan to be adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contributions to the Trust Fund shall be deductible as business expenses. The said contributions shall be at the rate negotiated upon for every year of this agreement and as detailed in the initial Rehabilitation Plan under IRC Section 432(e) approved by the Trustees on November 25, 2008. The said contributions shall commence as of Present Payments and shall be paid on or before the 10th day each month covering all payroll periods which ended during the preceding calendar month.

(B) Effective July 1, 2012 the Employer shall contribute seventy-one dollars \$71.00 plus 10% surcharge per week per each bargaining unit employee in accordance with the Pension Fund 138 Rehabilitation Plan.

ARTICLE 18- WAGES

(A) Effective July 1, 2012 the hourly rate of all bargaining unit employees shall be increased by an additional (\$0.4125) cent per hour.

(B) Effective July 1, 2012 the hourly rate of all bargaining unit employees shall be increased by an additional (\$0.4125) cent per hour.

(C) Effective July 1, 2012 the hourly rate of all bargaining unit employees shall be increased by an additional (\$0.50) cent per hour.

ARTICLE 19- MANAGEMENT RIGHTS

Except as limited by the provisions of this Agreement the Company shall continue to have the right to take any action it deems appropriate in the management of its business and direction of the work force in accordance with its judgment. Such management functions specifically include but are not limited to the right to hire, rehire, promote, transfer, layoff or recall to work; determine the starting and quitting times of each shift and number of hours to be worked; close down; alter or expand any or all units, departments or operations for business purposes; control and regulate the use of tools, machinery, equipment and other property of the Company; or change rules, policies and practices not in conflict with the provisions of this Agreement, introduce new or improved research, development, production, maintenance, services and distribution methods, materials, tools, machinery and equipment; and determine the size and composition of the work force and the assignment of work. Actions taken under this Article are not subject to the Grievance and Arbitration provisions of this Agreement.

ARTICLE 20- UNION REPRESENTATIVE

Authorized agents of the Union shall have access to the Company's establishment during working hours for the purpose of adjusting disputes, investigating working conditions, collection of dues ascertaining that the Agreement is being adhered to, provided, however, that there is no interruption of the company's working scheduled and that the Union shall designate in advance agent (s), who shall have sole authorization to enter Company property for the aforementioned purposes. The Union representative agent will let the Company management know of his presence when he

reaches the facility and shall meet with employees only in non-work areas. Further, the Union representative agent shall notify the President of the Company in advance of his or her intent to visit the facility.

ARTICLE 21- JURY DUTY

Each regular employee shall be granted three (3) weeks jury service with pay, subject to Employer's right to be credited with any tendered to the employee by the Court in connection with such jury service.

ARTICLE 22- D.R.I.V.E AUTHORIZATION AND DEDUCTION

The Employer agrees to deduct from the paychecks of all employees who submit authorization cards and are covered by this Agreement voluntary contributions to D.R.I.V.E. D.R.I.V.E shall notify the Employer of the amounts designated by each contributing employee that are to be deducted from his/her paycheck on a weekly basis and for all weeks worked. The phrase "week worked" excludes any week other than a week in which the employees earned a wage.

The Employer shall transmit to the National D.R.I.V.E headquarters on a monthly basis, in one check the total amount deducted along with the name of the employee's Social Security number and the amounts deducted from the employee's paycheck and transmit to:

**National D.R.I.V.E
P.O Box 758637
Baltimore, Maryland 21275**

ARTICLE 23- DURATION OF AGREEMENT

(A) This contract shall supersede the prior Agreement dated July 1, 2009 and shall be in effect commencing July 1, 2012 and terminate June 30, 2015.

(B) At least sixty (60) days prior to the expiration of this Agreement either party desiring modification thereof shall make such known its demands to the other party and upon failure of both parties to such notice or demands, this Agreement shall continue in full force and effect for a period of one (1) additional year. If either party serves such sixty (60) days notice or demands then negotiations shall commence with respect thereto.

This contract shall remain in full force and effect until June 30, 2015, In WITNESS THEREOF; this agreement has been duly executed by the parties.

For the Union Bakery Drivers
Union Local No. 802 of I.B.T

By: 

Date: 9-05-2012

For the Employer
Fordham Supply Co., Inc.

By: 

Date: 09-05-2012

CONTRACT AGREEMENT

BETWEEN

GOLDS PURE FOODS INC.

AND

BAKERY DRIVERS UNION LOCAL NO. 802

NEW YORK, NY

AFFILIATED WITH THE:

**INTERNATIONAL BROTHERHOOD OF
TEAMSTERS, CHAUFFERS, WAREHOUSEMEN
AND HELPERS
OF
AMERICA**

EFFECTIVE JULY 24, 2012

TO

JULY 24, 2016

ARTICLE 13- SENIORITY

Seniority rights shall prevail at all times and shall be used as a basis for promotion and for the filling vacancies, provided, however, that the senior incumbent shall be capable of handling the job.

ARTICLE 14- MILITARY REINSTATEMENT (USERRA)

In the event that any one or more of the regular Employees shall leave the Employer company for the purpose of entering the military or naval service of the United States of America, such Employee shall retain his rights of employment in the order of seniority under this contract.

ARTICLE 15- WAGES

- (A) All Employees shall receive a wage increase for forty (40) hours of work in the following manner:

| | |
|-------------------------|------------------|
| Effective July 24, 2012 | \$35.00 per week |
| Effective July 24, 2013 | \$35.00 per week |
| Effective July 24, 2014 | \$35.00 per week |
| Effective July 24, 2015 | \$35.00 per week |

- (B) At the request of the Employee to the Employer on an annual basis, the employee may elect to split the wage increases between his/her contractual hourly wage increase and the Teamster Local 802 Annuity Fund contributions.
- (C) No Employee shall suffer a reduction in wages as a result of this agreement, and any employee receiving more than the minimum wage today shall continue to enjoy the same differential plus any increase that may be granted upon the signing of this agreement.
- (D) Regular Chauffeurs, when working with helpers, shall be paid Chauffeur's pay.

ARTICLE 16- PENSION PLAN

- (A) Effective July 24, 2012 the Employer will make payments to the Local 138 Pension Plan, \$12.00 per week plus 10% in accordance with the Rehabilitation Plan..
- (B) Payments shall be made by the Employer on the tenth (10th) day of each month covering all eligible Employees for the preceding calendar month.
- (C) Probationary employees as defined under this Agreement shall not be eligible for the Local 138 Pension Fund and the Employer shall not be required to make such contributions on behalf of probationary employees. The Employer shall be

required to make payments to the Local 138 Pension Fund on the first month after said employee completes his/her twelve (12) month probationary period.

ARTICLE 17- TEAMSTERS LOCAL 802 ANNUITY FUND

- (A) The Employer shall contribute to the Teamsters Local 802 Annuity Fund as administered by its Board of Trustees. The Fund is intended to qualify as a money purchase pension plan pursuant to the requirements of Section 401(a) of the Internal Revenue Code. Employer contributions shall be made on behalf of each eligible employee covered by this agreement who has concluded their probationary period of 12 months; payments shall be made so that they are received by the Trustees no later than the 15th day of the month covering all payroll periods of the preceding month.
- (B) The Employer shall pay to the Trustees of the Teamsters Local 802 Annuity Fund of \$19.00 per week for each eligible Employee that has completed their probationary period of twelve (12) months.

ARTICLE 18- SHOP STEWARD

- (A) The employees of each Employer shall elect one of their members to act as Shop Steward, whose duty shall be to see that the conditions of this Agreement are not violated by either the Employer or employees. He or she shall be the last to be withdrawn in case of insufficient work or slack season. He or she shall not be discriminated against by the Employer.
- (B) The Employer agrees that employees who become duly elected Union representatives shall be entitled to an unpaid leave of absence for the duration of their service as Union representatives. These employees shall be entitled to return to their former positions, without loss of seniority, if they apply for reinstatement, and commence work for the Employer, within ninety (90) calendar days of the completion of their Union service.

ARTICLE 19- RENEWAL NOTIFICATION

At least sixty (60) days prior to the expiration of the agreement, either party desiring modification thereof shall make known its demands to the other party, and upon the failure of both parties to make such notice or demands, this agreement shall continue in full force and effect for a period of one (1) additional year. If either party serves such sixty (60) days notice or demand, then negotiations shall commence immediately with respect thereto.

ARTICLE 20- D.R.I.V.E AUTHORIZATION & DEDUCTION

The Employer agrees to deduct from the paycheck of all employees who submit authorization cards and are covered by this Agreement voluntary contributions to D.R.I.V.E.; D.R.I.V.E. shall notify the Employer of the amounts designated by each contributing employee that are to be deducted from his/her paycheck on a weekly basis and for all weeks worked. The phrase "weeks worked" excludes any week other than a week in which the employee earned a wage.

The Employer shall transmit to National D.R.I.V.E Headquarters on a monthly basis, in one check the total amount deducted along with the name of each employee on whose behalf a deduction is made, the employee's Social Security number and the amount deducted from the employee's paycheck and transmit to:

**National D.R.I.V.E
P.O. Box 758637
Baltimore, MD 21275**

ARTICLE 21- TERM OF AGREEMENT

This Agreement shall be effective as of July 24, 2012 and remain in full force and effect up to an including July 24, 2016.

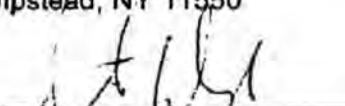
IN WITNESS WHEREOF, this agreement has been duly executed by the parties.

BAKERY DRIVERS UNION LOCAL 802
Affiliated with the International Brotherhood
Of Teamsters, Chauffeurs, Warehousemen
and Helpers of America

By: 
Richard Sheehan, President

Date: 10.25.12

GOLD'S PURE FOODS PRODUCT, INC.
1 Brooklyn Road
Hempstead, NY 11550

By: 
Steve Gold, CEO

Date: 10/28/12

By: 
Edwin Figueroa, Recording-Secretary

Date: 10.25.12

CONTRACT AGREEMENT
BETWEEN
GROCERY HAULERS, INC.
AND
LOCAL UNION NO. 802
INTERNATIONAL BROTHERHOOD
OF TEAMSTERS

Effective Dates:
8/1/04 – 2/28/11

B. The hours of work shall be fixed by the Employer. The specific starting and terminating times shall be assigned by a supervisor consistent with the needs of the Employer. The normal workweek shall be Sunday through Saturday inclusive.

C. Work on the sixth work day shall be paid at the rate of time and one half. Work on the seventh work day shall be paid at the rate of double time.

C. Present Local 802 drivers (Employees who were members of Local 802 in August of 2004) will be permitted to bid on their weekly schedule based on seniority. All other drivers will be scheduled as work is available.

D. Switchers will receive overtime after forty (40) hours at the rate of time and a half. The rate of pay is \$18.50. It is agreed that the three present GHI switchers, Brian Parker, Willie Crawley, and Nestor Massari, are the only employees covered by these wages and conditions.

ARTICLE 20 - MILITARY LEAVE

Employees enlisting or entering the military service, or training in any subdivision of the Armed Forces of the United States, shall be granted all rights and privileges provided by the Selective Service Act of 1948, as amended, and any regulations thereunder.

ARTICLE 21 - PENSION

A. For employees who were members of Local 802 as of the date of this agreement, the Employer agrees to contribute to the Local 138 Pension Trust Fund for the purpose of providing retirement benefits for covered employees. The said Trust Fund shall be administered pursuant to the written agreement and Declaration of Trust in effect at present and as the same may be amended

by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereto adopted by the Trustees. The Pension Plan adopted by the Trustees shall, at all times, qualify for the approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contributions to the Trust Fund shall be deductible as business expenses. The contribution rate for 2004 will be \$66.00 per week. In 2005, and in each succeeding year of the contract, the rate shall be \$72.00 per week. The said contribution shall not further increase during the term of this Agreement and shall be paid on or before the 10th day of each month covering all payroll period which ended during the preceding calendar month.

B. The Union may also contribute to the Pension Fund for its employees at the above rate and, if it makes such contributions, shall be considered an employer within the meaning of the Trust Agreement.

C. For employees who join the Union after the effective date of this Agreement, The Employer shall make contributions for employees only after they have been employed for six (6) months. The contribution amount will be \$20 per week for each week in which a minimum of three (3) days are worked, and will be contributed on the employee's behalf to the Grocery Haulers 401(k) Retirement Savings Plan. The employee will also be permitted to make a contribution to the plan on a weekly basis. The conditions as set forth in the Plan Document, such as amount of employee contribution, vesting provisions, etc. will govern these employees.

("ADA") to mean "the fundamental job duties of the employment position," but does not include the marginal functions of the position.

ARTICLE 29 - DURATION

A. This Agreement, signed this 10th day of August, 2005, shall become effective as of August 1, 2004, and shall remain in effect until February 28, 2011.

B. It shall thereafter automatically continue from year to year for a successive term of one (1) year unless the Company or the Union shall give to the other written notice by registered mail of its desire to modify or terminate this Agreement at least ninety (90) days prior to its expiration date.

C. When changes in the Agreement are proposed and subsequently agreed upon, they shall be reduced to writing and signed by both parties.

D. If either party seeks to modify or terminate the agreement, and the parties fail to reach an agreement on the proposed changes by the annual expiration date, the Agreement shall terminate unless extended in writing by mutual consent of the parties hereto.

IN WITNESS WHEREOF, each party has caused this Agreement to be executed on the day above written by its proper officers or duly designated representatives.

GROCERY HAULERS, INC.

By: 

LOCAL 802, I.B.T.

By: 

**AGREEMENT
BY AND BETWEEN**

H.B. DAY COMPANY

AND

**BAKERY DRIVERS, UNION LOCAL NO 802
AFFILIATED WITH THE INTERNATIONAL
BROTHERHOOD OF TEAMSTERS**

EFFECTIVE FEBRUARY 1, 2012

TO

JANUARY 31, 2016

employees to return to their jobs during any such period of unauthorized stoppage or work mentioned above, it is specifically understood and agreed that the Employer during the first twenty-four (24) hour period of such unauthorized work stoppage shall have the sole and complete right of reasonable discipline including discharge and such employees shall not be entitled to or have any recourse to any provision of this Agreement.

G. Failure of any party involved to comply with the Arbitrator's award within ten (10) days thereafter, will remove restrictions against any legal or economic recourse by the other party as prohibited by subdivision by the N Strike No Lockout provisions of this Agreement.

ARTICLE 23 – NOTIFICATION

At least sixty (60) days prior to the expiration of this contract either party desiring thereof, shall make known its demand to the other party and upon the failure of both parties to make such notice or demand, the contract shall continue for the period of one additional year. If either party serves such a sixty (60) days notice then negotiations shall commence immediately with respect thereto.

ARTICLE 24 – PENSION

(A) The Employer agrees to contribute to the Local 138 Pension Trust Fund for the purpose of providing retirement benefits for covered employees. The said trust Fund shall be administered pursuant to the written Agreement and Declaration of Trust presently in effect and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan to be adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contributions to the Trust Fund shall be deductible as business expenses. The said contributions shall be at the rate negotiated upon for every year of this agreement and as detailed in the Rehabilitation Plan Under IRC Section 432(e) approved by the Trustees on November 2010. The said contributions shall commence as of Present Payments and shall be paid on or before the 10th day of each month covering all payroll periods which ended during the preceding calendar month.

(B) Effective February 1, 2012 the Employer shall contribute the rate as detailed in the Rehabilitation Plan cited above \$38.50 per member per week and \$77.00 per member per week.

(C) The Employer will be informed of any changes to the Rehabilitation Plan as they occur.

ARTICLE 29 - JURY DUTY SERVICE

It is recognized by the parties of this Agreement, no employees shall suffer loss in pay by reason of performing jury service if such occurs on regular scheduled work days. The employee shall be required to present his formal jury notice to the Employer within forty-eight (48) hours of his receipt of same, and he must cooperate in making an effort to be excused or having his service postponed if the Employer deems it necessary.

Employees shall receive the difference between the pay they would have received had they been working and what they receive in compensation as jurors for a maximum of five (5) days.

No employees shall receive pay for any part of jury service that occurs during previously scheduled or regular time off or when the employee is absent from work for other reasons.

Each employee serving on jury must furnished the Employer with a statement from the court listing the number of days and dates served and compensation received for such service before he shall be eligible to receive pay provided for by this Agreement.

ARTICLE 30 - TRAFFIC VIOLATIONS

Employee will be responsible and pay for any fire hydrant, red light or bus stop parking tickets. If employee can't make delivery must call and then be directed to park by management.

This Agreement shall remain in full force and effective until January 31, 2016

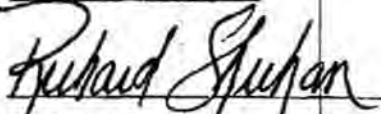
IN WITNESS WHEREOF, this Agreement has been duly executed by the parties.

**TEAMSTERS LOCAL UNION 802
OF I.B.T**

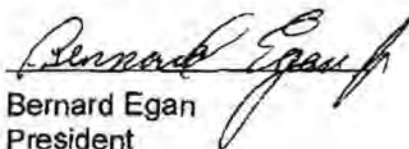
H.B DAY CO.

FOR THE UNION:

FOR THE EMPLOYER:



Richard Sheehan
President



Bernard Egan
President



Edwin Figueroa
Recording Secretary

Date: 8-9-2013

Date: 8-9-13

MAR 31 2014

COLLECTIVE BARGAINING AGREEMENT

BETWEEN

INTER COUNTY BAKERS, INC.

TEAMSTERS AND CHAUFFEURS LOCAL UNION 802

DATED September 1, 2013 TO August 31, 2018

ARTICLE XXIV

PENSION PLAN, 401K, CREDIT UNION AND ANNUITY FUND

(A) Effective July 1, 2010, for each employee covered by this agreement and hired before March 1, 2011, the Employer will pay to the Local 138 Pension Trust Fund (the "Trust Fund") \$37.40 per week. The Employer agrees to contribute to the Trust Fund for the purpose of providing retirement benefits for covered employees. The said Trust Fund shall be administered pursuant to its written Agreement and Declaration of Trust presently in effect and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The plan to be adopted by the Trustees of the Trust Fund shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contributions to the Trust Fund shall be deductible as business expenses. The said contributions shall be at the rate negotiated under this agreement and as detailed in the Rehabilitation Plan Under IRC Section 432(e) approved by the Trustees on November 2010. Company will keep Employees covered by the "Local 138 Pension Trust" in this fund. No new employees will be put into this Fund after February 28, 2011.

(B) For each employee covered by this agreement and hired on or after March 1, 2011, the Employer will pay to the Teamsters Local 802 Annuity Fund \$37.40 per week. The Employer agrees to contribute to the Annuity Fund for the purpose of providing retirement benefits for covered employees. The said Annuity Fund shall be administered pursuant to its written Agreement and Declaration of Trust presently in effect and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The plan to be adopted by the Trustees of the Annuity Fund shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contributions to the Annuity Fund shall be deductible as business expenses. The said contributions shall be at the rate negotiated under this agreement.

(C) Contributions to the Local 138 Pension Trust Fund and the Teamsters Local 802 Annuity Fund shall be payable only on behalf of those Employees who are covered by this agreement and have satisfied the probationary period. Vacations, paid holidays and paid leave days as provided in this Agreement shall be considered days worked. Payments shall be made so that they are received by the Trustees no later than the 15th day of the month covering all payroll periods of the preceding month.

(D) The Trustees of the Funds are authorized to take all further steps, reasonable and necessary for the maintenance of the Annuity, including, but not limited to.

- (i) The engagement of attorneys, accountants, office manager and clerical employees upon such terms as they determined, and
- (ii) The appointment of a bank or banks to act as a custodian of contributions and any earning thereon.
- (iii) Conducting audits of the Employer's books and records to verify that the contributions required are made to the Annuity Fund.

(E) Effective February 1, 2004, the Employer shall contribute to a 401K plan on behalf of employees covered by this Agreement who have completed two years service, are at least twenty-one (21) years of age and are employed full time, the following: 50% of an employee's contribution up to 2% of gross wages.

(F) The employer will, upon notification by an employee an acceptance in the membership of an authorized Credit Union, effect weekly payroll deductions in the amount authorized by such employee and remit such amounts obtained by payroll deduction to the Credit Union.

ARTICLE XXV

WORKERS COMPENSATION

Any employee covered by this Agreement who is injured while working for Inter County Bakers, Inc. and receives compensation under the Worker's Compensation Law, shall receive from the employer health insurance and union pension benefits as per this Agreement for a maximum of six months from the date of the employee's leave.

whether any questions of legality is raised in good faith.

(B) The execution of this Agreement is also in consideration of the waiver by each of the parties hereto (for themselves and the persons represented) of any and all claims which arose prior to the execution date hereof. The parties expressly agree that any claim hereafter made against either party arising out of their collective bargaining relationships shall be based upon the contract(s) in effect following the execution of this Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this agreement as of the date and year first above set forth.

INTER COUNTY BAKERS, INC

FURNITURE, FLOUR, GROCERY,
TEAMSTERS & CHAUFFEURS
LOCAL 802, NEW YORK, NY
AFFILIATED WITH
INTERNATIONAL BROTHERHOOD
OF TEAMSTERS, CHAUFFEURS,
WAREHOUSEMEN, AND HELPERS
OF AMERICA.

By: [Signature]
For the Company

By: [Signature] 2/12/14
For the Union

By: Theodore Heim Jr
For the Company

By: _____
For the Union

Dated 1-13-14

CONTRACT AGREEMENT

BETWEEN

KRASDALE FOODS, INC.

AND

BAKERY DRIVERS UNION LOCAL NO. 802

NEW YORK, NY

AFFILIATED WITH THE:

**INTERNATIONAL BROTHERHOOD OF TEAMSTERS,
CHAUFFERS, WAREHOUSEMEN AND HELPERS OF
AMERICA**

EFFECTIVE FEBRUARY 5, 2012

TO

FEBRUARY 5, 2017

- contract year. (Vacations subject to Pro-Ration)
- (3) Vacation time will begin accruing from employee's date of hire.
 - (4) Vacation list shall be distributed by February 1st.

ARTICLE 18 - PENSION

A. Warehouse Employees

The Employer agrees to contribute to the Local 138 Pension Trust Fund or its successor, for the purpose of providing retirement benefits for covered employees. The said Trust Fund shall be administered pursuant to the written agreement and Declaration of Trust in effect at present and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contribution to the Trust fund shall be deductible as business expenses. The said Employer's contribution shall be at the rate of \$76.00 per week for regular employees hired prior to February 5, 2002.

B. Warehouse Sanitation Employees

The Employer agrees to contribute to the Local 138 Pension Trust Fund or its successor, for the purpose of providing retirement benefits for covered employees. The said Trust Fund shall be administered pursuant to the written agreement and Declaration of Trust in effect at present and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contribution to the Trust fund shall be deductible as business expenses. The said Employer's contribution shall be at the rate of \$60.00 per week for regular sanitation employees hired prior to February 5, 2002.

C. Employees hired after February 4, 2002

Will be eligible for pension contributions in the amount of \$28.00 per week after six (6) months of steady employment. Employees hired after February 4, 2002 must be paid for at least three (3) days per week to qualify for contribution. Days paid include vacations, sick days, holidays, no work day and time covered by F.M.L.A.

- D. Starting with the month of February 2012 and for each month thereafter, the Employer will continue to pay the Local 138 Pension Trust Fund the rate it was paying immediately prior to contract plus (ten percent (10%) above the 2008 contribution rate). On or about February 5, 2015, the parties to this agreement shall meet to discuss and bargain with regard to changing the Employer's obligations to the Local 138 Pension Trust Fund, including the Employer's continued obligation as it relates to continued contributions, and continued participation as a contributing Employer. Should the parties fail to reach an agreement on changing the Employer's obligations by May 5, 2015, then the current provisions of this

agreement shall remain unaltered and in effect for the remaining term of this agreement.

- E. It is understood that "steady employment" as used herein means that newly hired employees must work an average of three or more days in the work week for a period of six months or a year, as the case may be.
- F. Employees hired on or after February 1, 1984 are subject to the following provisions:

An employee employed after the probationary period will be required to maintain on an ongoing basis, the standards of performance he attained for the thirty (30) days prior to the end of the probationary period. Failing to do so will be cause for termination.

- G. Provision F above does not preclude the improving of standards through the introduction and use of new systems, equipment and/or technology.

Prior practices will prevail for employees hired prior to February 1, 1984.

ARTICLE 19- HEALTH & WELFARE BENEFITS

- A. Starting with the month of February 2012 and for each month thereafter until the anniversary of this agreement, the Employer will pay the Bakery Drivers Local 802 Welfare Fund \$1512 per eligible employee, if family coverage is provided, or \$635 per eligible employee, if single coverage is provided.
- B. On February 1, 2013, the existing monthly rate of contribution may be increased as determined by the Trustees of the Welfare Fund, but in no event shall such annual increase be greater than 5% over the prior year's contribution rate.
- C. On each February 1st following 2013, the monthly rate of contribution may be increased as determined by the Trustees of the Welfare Fund, but in no event shall the annual increase be greater than 5% over the prior year's contribution rate unless the Trustees first furnish the Employer with acceptable documentation in support of the proposed increase amounts.
- D. The Union shall support an advocate for the appointment of a representative from the Employer, as an Employer appointed Trustee, to the Board of Trustees of the Bakery Drivers Local 802 Welfare Fund.

ARTICLE 20 - WAGES

- A. All regular Tier 1 employees shall receive one-thousand five hundred dollars (\$1,500) lump sum payments in the first full pay period every year commencing on February 5, 2012 and including years 2013, 2014, 2015 and 2016. (Lump Sums subject to Pro-Ration)

Qualified Switchers presently holding a CDL License shall be paid an extra sixty \$0.60 cents per hour over the journeyman rate.

- B. Progression Employees
Wages as of 2/4/12 @ \$19.12
- | | | | | | |
|--|----------|----------|----------|----------|-------------------------|
| | 02/05/12 | 02/03/13 | 02/02/14 | 02/08/15 | 02/07/16 |
| | \$0.50 | \$0.50 | \$0.50 | \$0.50 | Increase to Tier 1 Rate |

- 2nd Occurrence - Three (3) Days Suspension
- 3rd Occurrence - Two (2) Weeks Suspension
- 4th Occurrence - Termination from Employment

ARTICLE 28 - DURATION OF AGREEMENT

- A. This contract shall supersede the prior agreement dated February 5, 2007 and shall be in effect commencing February 5, 2012 and terminate February 5, 2017.
- B. At least sixty (60) days prior to the expiration of this contract either party desiring modifications thereof shall make known its demands to the other party and upon failure of both parties to make such notice or demand, the contract shall continue for a period of one additional year. If either party serves a sixty (60) day's notice, then negotiations shall commence immediately with respect thereof.

IN WITNESS WHEREOF, the parties hereto have executed this agreement as of the 5 day of February 2012.

KRASDALE FOODS, INC

BY: 

Date: 09-11-2013

BAKERY DRIVERS UNION LOCAL 802 affiliated with the International Brotherhood of Teamsters.

BY: 

BY: 

Date: 9-11-13

CONTRACT AGREEMENT

BETWEEN

L&J TRUCKING INC.

AND

BAKERY DRIVERS UNION LOCAL NO. 802

NEW YORK, NY

AFFILIATED WITH THE:

**INTERNATIONAL BROTHERHOOD OF TEAMSTERS,
CHAUFFERS, WAREHOUSEMEN AND HELPERS OF
AMERICA**

EFFECTIVE FEBRUARY 5, 2012

TO

FEBRUARY 5, 2017

rec'd
JUL 11 2013

- (1) Vacation entitlements must coincide with contract year.
 - (2) Employee will receive one (1) week vacation after one (1) year to be taken the following contract year; two (2) week's after two (2) years to be taken the following contract year; and three (3) week's after five (5) years.
 - (3) Vacation time will begin accruing from employee's date of steady employment.
- C. A vacation list shall be submitted by the shop steward to the Employer by February 1st for approval. The approved list will be final.
- D. Vacation pay shall be given to the employee when he leaves on his vacation, except that in lieu of the third, fourth and/or fifth week's vacation, the Employer shall have the option of paying to any employee the week or week's vacation.

ARTICLE 17 - PENSION

- A. The Employer agrees to contribute to the Local 138 Pension Trust Fund or its successor, for the purpose of providing retirement benefits for covered employees. The said Trust Fund shall be administered pursuant to the written agreement and Declaration of Trust in effect at present and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contribution to the Trust fund shall be deductible as business expenses. The said Employer's contribution shall be at the rate of \$76.00 per week for regular employees hired prior to February 5, 2002.
- B. Employees hired after February 4, 2002 are eligible for pension contributions in the amount of \$28.00 per week after six (6) months of steady employment. Employees hired after February 4, 2002 must be paid for at least three (3) days per week to qualify for contribution. Days paid include vacations, sick days, holidays, no work day and time covered by F.M.L.A.
- C. Starting with the month of February 2012 and for each month thereafter, the Employer will continue to pay the Local 138 Pension Trust Fund the rate it was paying immediately prior to contract plus (ten percent (10%) above the 2008 contribution rate). On or about February 5, 2015, the parties to this agreement shall meet to discuss and bargain with regard to changing the Employer's obligations to the Local 138 Pension Trust Fund, including the Employer's continued obligation as it relates to continued contributions, and continued participation as a contributing Employer. Should the parties fail to reach an agreement on changing the Employer's obligations by May 5, 2015, then the current provisions of this agreement shall remain unaltered and in effect for the remaining term of this agreement.

ARTICLE 18- HEALTH & WELFARE BENEFITS

- A. The Employer will pay the Bakery Drivers Local 802 Welfare Fund \$1512 per month per eligible employee, if family coverage is provided, or \$635 per eligible employee, if single coverage is provided.
- B. On February 1, 2013, the existing monthly rate of contribution may be increased as

STOPS:

***** Multi Loads (only for Zone 5 and 6)**

If the total number of stops on a load within Zones 5 and 6 has more than seven (7) stops, both the driver and the helper are to receive 1 hour of overtime for each additional stop after the seventh stop.

If a load falls outside the above guidelines for load size or a driver encounters excessive down time, additional time may be requested.

Past practice will prevail in the payment for stops, cases, and miles for out of state runs in PA, CT, RI, MA, etc.

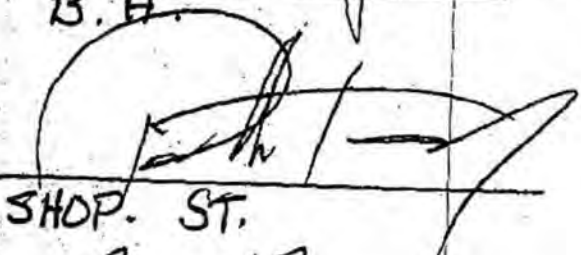
The above is effective February 5, 2012 through February 5 2017. If both parties agree, this Letter of Understanding may be changed or rescinded during the dates above.

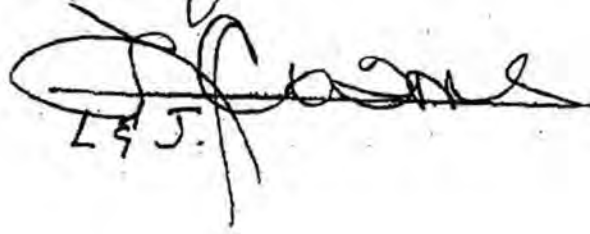

Local 802

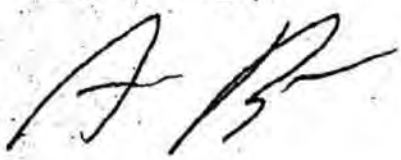

Benfica Trucking


B. H.


BLUD.


SHOP. ST.


L & J.



JUL 7 2015

AGREEMENT

BY AND BETWEEN

QUAKER SUGAR COMPANY, INC.

and

**BAKERY DRIVERS UNION LOCAL NO 802
NEW YORK, NY**

**Affiliated with the
INTERNATIONAL BROTHERHOOD OF TEAMSTERS,
CHAUFFEURS, WAREHOUSEMEN AND HELPERS OF
AMERICA**

Effective February 1, 2013 – January 31, 2018

National D.R.I.V.E.
P.O. Box 758637
Baltimore, MD 21275

ARTICLE 20 - DAYS WORK

No employee covered by this Agreement shall be employed for less than one (1) day's work.

ARTICLE 21 - NO DISCRIMINATION

There shall be no discrimination against any employee regardless of sex, race, color, or creed or for any Union activity.

ARTICLE 22 - MILITARY LEAVE

In the event that any regular employee shall leave the employ of the Company for the purpose of entering the military or naval service of the United States of America, such employee shall retain his rights of employment in the order of seniority under this Agreement. It is agreed, however, that each employee who replaces each such regular employee (who entered the military or naval service of the United States of America) may, at the Company's option, be discharged upon the re-employment of the regular employees who shall have returned from the military or naval service of the United States of America.

ARTICLE 23 - PENSION

(a) The Employer agrees to contribute to the Local 138 Pension Trust Fund for the purpose of providing retirement benefits for covered employees. The said trust Fund shall be administered pursuant to the written Agreement and Declaration of Trust presently in effect and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan to be adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contributions to the Trust Fund shall be deductible as business expenses. For the duration of this Agreement, the said contributions shall be at the negotiated rate as set forth below and as detailed in the Rehabilitation Plan Under IRC Section 432(e) approved by the Trustees on November 2010. The said contributions shall commence as of Present Payments and shall be paid on or before the 10th day of each month covering all payroll periods which ended during the preceding calendar month.

(b) Effective February 1, 2013, and for the duration of this Agreement, the Employer shall contribute as follows:

Tier 1 Employees (employees for whom 2008 contribution rate is \$76 per week (and regular employees covered by this Agreement with fifteen (15) or more years of continuous service with the Company)) - \$76 per week plus 10% as per the November 2010 Rehabilitation Plan Preferred Rehab Schedule = \$83.60 per week;

Tier 2 Employees (employees for whom 2008 contribution rate is \$30 per week (and regular employees covered by this Agreement with more than five (5), but less than fifteen (15) years of continuous service with the Company)) - \$30 per week plus 10% as per the November 2010 Rehabilitation Plan Preferred Rehab Schedule = \$33 per week;

Tier 3 Employees (employees for whom 2008 contribution rate is \$10 per week (and regular employees covered by this Agreement with five (5) or less years of continuous service with the Company)) - \$10 per week plus 10% as per the November 2010 Rehabilitation Plan Preferred Rehab Schedule = \$11 per week.

(c) The Union may also contribute to the Pension Fund for its employees at the above rate and if it makes such contributions shall be considered the Company within the meaning of the Trust Agreement.

(d) Pension contributions for newly hired chauffeurs or warehousepersons shall begin after six (6) months of steady employment under this subparagraph.

ARTICLE 24 – ATTENDANCE POLICY

If an employee is absent from work, he is required to call or notify the Company before the start of his shift. Failure to do so will result in the following:

- (1) First offense will be a "verbal warning"
- (2) Second offense will be a "written warning"
- (3) Third offense will be "not allowed to work the next available work day".


The above three (3) steps will be renewed at the beginning of each Contract Year.

notice, this Agreement shall continue for one (1) additional year. If either party timely serves such notice, negotiations for a new Agreement shall begin promptly thereafter.

WHEREFORE, the Company and the Union have entered into this Agreement by their duly authorized representatives, effective as of February 1, 2013.

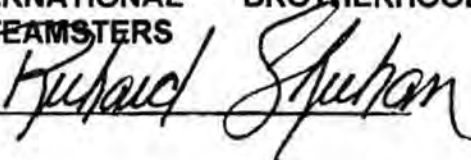
FOR THE COMPANY:

QUAKER SUGAR COMPANY, INC.

By: 

FOR THE UNION:

BAKERY DRIVERS UNION LOCAL
802, AFFILIATED WITH THE
INTERNATIONAL BROTHERHOOD
OF TEAMSTERS

By: 

CONTRACT AGREEMENT

BETWEEN

SL BENFICA TRANSPORTATION INC.

AND

BAKERY DRIVERS UNION LOCAL NO. 802

NEW YORK, NY

AFFILIATED WITH THE:

**INTERNATIONAL BROTHERHOOD OF TEAMSTERS,
CHAUFFERS, WAREHOUSEMEN AND HELPERS OF
AMERICA**

EFFECTIVE FEBRUARY 5, 2012

TO

FEBRUARY 5, 2017

- (2) Employee will receive one (1) week vacation after one (1) year to be taken the following contract year; two (2) week's after two (2) years to be taken the following contract year; and three (3) week's after five (5) years.
- (3) Vacation time will begin accruing from employee's date of steady employment.
- C. A vacation list shall be submitted by the shop steward to the Employer by February 1st for approval. The approved list will be final.
- D. Vacation pay shall be given to the employee when he leaves on his vacation, except that in lieu of the third, fourth and/or fifth week's vacation, the Employer shall have the option of paying to any employee the week or week's vacation.

ARTICLE 17 - PENSION

- A. The Employer agrees to contribute to the Local 138 Pension Trust Fund or its successor, for the purpose of providing retirement benefits for covered employees. The said Trust Fund shall be administered pursuant to the written agreement and Declaration of Trust in effect at present and as the same may be amended by the Trustees. The parties hereto agree upon demand to execute the said Trust Agreement and any amendments thereof adopted by the Trustees. The Pension Plan adopted by the Trustees shall, at all times, qualify for approval by the Treasury Department under the applicable provisions of the Internal Revenue Code so that the Employer's contribution to the Trust fund shall be deductible as business expenses. The said Employer's contribution shall be at the rate of \$76.00 per week for regular employees hired prior to February 5, 2002.
- B. Employees hired after February 4, 2002 are eligible for pension contributions in the amount of \$28.00 per week after six (6) months of steady employment. Employees hired after February 4, 2002 must be paid for at least three (3) days per week to qualify for contribution. Days paid include vacations, sick days, holidays, no work day and time covered by F.M.L.A.
- C. Starting with the month of February 2012 and for each month thereafter, the Employer will continue to pay the Local 138 Pension Trust Fund the rate it was paying immediately prior to contract plus (ten percent (10%) above the 2008 contribution rate). On or about February 5, 2015, the parties to this agreement shall meet to discuss and bargain with regard to changing the Employer's obligations to the Local 138 Pension Trust Fund, including the Employer's continued obligation as it relates to continued contributions, and continued participation as a contributing Employer. Should the parties fail to reach an agreement on changing the Employer's obligations by May 5, 2015, then the current provisions of this agreement shall remain unaltered and in effect for the remaining term of this agreement.

ARTICLE 18- HEALTH & WELFARE BENEFITS

- A. The Employer will pay the Bakery Drivers Local 802 Welfare Fund \$1512 per month per eligible employee, if family coverage is provided, or \$635 per eligible employee, if single coverage is provided.
- B. On February 1, 2013, the existing monthly rate of contribution may be increased as determined by the Trustees of the Welfare Fund, but in no event shall such annual increase be greater than 5% over the prior year's contribution rate.

employer.

- D. Drivers will check that the vehicle has proper fuel levels and is equipped with a working camera and required documents prior to departure.
- E. Employees are responsible for the cleanliness of the inside of the truck, and for the daily and accurate completion of paperwork as required by the Department of Transportation. Failure to abide by this provision shall subject the employee to a fine of \$20.00.

ARTICLE 26 – D.R.I.V.E AUTHORIZATION AND DEDUCTION

The Employer agrees to deduct from the paychecks of all employees who submit authorization cards and are covered by this Agreement voluntary contributions to D.R.I.V.E. D.R.I.V.E. shall notify the Employer of the amounts designated by each contributing employee that are to be deducted from his/her paycheck on a weekly basis and for all weeks worked. The phrase "weeks worked" excludes any week other than a week in which an employee earned a wage.

The Employer shall transmit to National D.R.I.V.E. Headquarters on a monthly basis, in one check the total amount deducted along with the name and the employee's Social Security number and the amount deducted from the employee's paycheck and transmit to:

**National D.R.I.V.E.
PO Box 758637
Baltimore MD 21275**

IN WITNESS WHEREOF, the parties hereto have executed this agreement as of the 5 day of February 2012.

SL BENFICA TRANSPORTATION INC.

BY: 

DATE: 6/25/13

BAKERY DRIVERS UNION LOCAL 802 affiliated with the International Brotherhood of Teamsters.

BY: 

DATE: 6-25-13

BY: 

DATE: 6-25-13

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2019****This Form is Open to Public Inspection****Part I Annual Report Identification Information**

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

- A** This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- a single-employer plan a DFE (specify) _____
- B** This return/report is: the first return/report the final return/report
- an amended return/report a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here.
- D** Check box if filing under: Form 5558 automatic extension the DFVC program
- special extension (enter description) _____

Part II Basic Plan Information—enter all requested information

| | |
|--|--|
| 1a Name of plan LOCAL 138 PENSION TRUST FUND | 1b Three-digit plan number (PN) ▶ 001 |
| | 1c Effective date of plan 07/01/1959 |
| 2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) BOARD OF TRUSTEES OF LOCAL 138 PENSION TRUST FUND | 2b Employer Identification Number (EIN) 11-6170655 |
| 2151 MARION PLACE BALDWIN, NY 11510 | 2c Plan Sponsor's telephone number 516-377-7700 |
| 2151 MARION PLACE BALDWIN, NY 11510 | 2d Business code (see instructions) 484110 |

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|------------------|---|------------|--|
| SIGN HERE | Filed with authorized/valid electronic signature. | 10/08/2020 | GERARD FASANO |
| | Signature of plan administrator | Date | Enter name of individual signing as plan administrator |
| SIGN HERE | | | |
| | Signature of employer/plan sponsor | Date | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE | | | |
| | Signature of DFE | Date | Enter name of individual signing as DFE |

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)
v. 190130

| | | | | | | | | | | | | | | | | | | | |
|---|---|--------------|-----|--------------|-----|-----------|-----|-----------|-----|-----------|------|-----------|-----|-----------|------|-----------|--|-----------|--|
| 3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor | 3b Administrator's EIN 3c Administrator's telephone number | | | | | | | | | | | | | | | | | | |
| 4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name | 4b EIN 4d PN | | | | | | | | | | | | | | | | | | |
| 5 Total number of participants at the beginning of the plan year | 5 1752 | | | | | | | | | | | | | | | | | | |
| 6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1), 6a(2), 6b, 6c, and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2), 6b, and 6c..... e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e..... g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested | <table border="1"> <tr><td>6a(1)</td><td>200</td></tr> <tr><td>6a(2)</td><td>176</td></tr> <tr><td>6b</td><td>802</td></tr> <tr><td>6c</td><td>508</td></tr> <tr><td>6d</td><td>1486</td></tr> <tr><td>6e</td><td>254</td></tr> <tr><td>6f</td><td>1740</td></tr> <tr><td>6g</td><td></td></tr> <tr><td>6h</td><td></td></tr> </table> | 6a(1) | 200 | 6a(2) | 176 | 6b | 802 | 6c | 508 | 6d | 1486 | 6e | 254 | 6f | 1740 | 6g | | 6h | |
| 6a(1) | 200 | | | | | | | | | | | | | | | | | | |
| 6a(2) | 176 | | | | | | | | | | | | | | | | | | |
| 6b | 802 | | | | | | | | | | | | | | | | | | |
| 6c | 508 | | | | | | | | | | | | | | | | | | |
| 6d | 1486 | | | | | | | | | | | | | | | | | | |
| 6e | 254 | | | | | | | | | | | | | | | | | | |
| 6f | 1740 | | | | | | | | | | | | | | | | | | |
| 6g | | | | | | | | | | | | | | | | | | | |
| 6h | | | | | | | | | | | | | | | | | | | |
| 7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)..... | 7 8 | | | | | | | | | | | | | | | | | | |

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 1B

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

| | |
|---|---|
| 9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor | 9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor |
|---|---|

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

- a Pension Schedules**
- (1) **R** (Retirement Plan Information)
 - (2) **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 - (3) **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

- b General Schedules**
- (1) **H** (Financial Information)
 - (2) **I** (Financial Information - Small Plan)
 - (3) **A** (Insurance Information)
 - (4) **C** (Service Provider Information)
 - (5) **D** (DFE/Participating Plan Information)
 - (6) **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) Yes No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) Yes No

11c Enter the Receipt Confirmation Code for the 2019 Form M-1 annual report. If the plan was not required to file the 2019 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

**SCHEDULE MB
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Multiemployer Defined Benefit Plan and Certain
Money Purchase Plan Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2019

**This Form Is Open to Public
Inspection**

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

| | |
|---|---|
| A Name of plan LOCAL 138 PENSION TRUST FUND | B Three-digit plan number (PN) ▶ 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BOARD OF TRUSTEES OF LOCAL 138 PENSION TRUST FUND | D Employer Identification Number (EIN) 11-8170655 |

E Type of plan: (1) Multiemployer Defined Benefit (2) Money Purchase (see instructions)

1a Enter the valuation date: Month 01 Day 01 Year 2019

b Assets

| | | |
|---|-----------------|-----------|
| (1) Current value of assets | 1b(1) | 23689564 |
| (2) Actuarial value of assets for funding standard account | 1b(2) | 25007097 |
| c (1) Accrued liability for plan using immediate gain methods | 1c(1) | 123948132 |
| (2) Information for plans using spread gain methods: | | |
| (a) Unfunded liability for methods with bases | 1c(2)(a) | |
| (b) Accrued liability under entry age normal method | 1c(2)(b) | |
| (c) Normal cost under entry age normal method | 1c(2)(c) | |
| (3) Accrued liability under unit credit cost method | 1c(3) | 123948132 |
| d Information on current liabilities of the plan: | | |
| (1) Amount excluded from current liability attributable to pre-participation service (see instructions) | 1d(1) | |
| (2) "RPA '94" information: | | |
| (a) Current liability | 1d(2)(a) | 140008255 |
| (b) Expected increase in current liability due to benefits accruing during the plan year | 1d(2)(b) | 506890 |
| (c) Expected release from "RPA '94" current liability for the plan year | 1d(2)(c) | |
| (3) Expected plan disbursements for the plan year | 1d(3) | 7321838 |

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

| | | |
|----------------------|---|---|
| SIGN HERE | | 09/28/2020 |
| | Signature of actuary CRAIG A. VOELKER | Date 20-05537 |
| | Type or print name of actuary O'SULLIVAN ASSOCIATES | Most recent enrollment number 856-795-7777 |
| | Firm name 1236 BRACE ROAD, UNIT E, CHERRY HILL, NJ 08034 | Telephone number (including area code) |
| | Address of the firm | |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

**Schedule MB (Form 5500) 2019
v. 190130**

2 Operational information as of beginning of this plan year:

| | | |
|---|-----------------------------------|------------------------------|
| a Current value of assets (see instructions) | 2a | 23869564 |
| b "RPA '94" current liability/participant count breakdown: | (1) Number of participants | (2) Current liability |
| (1) For retired participants and beneficiaries receiving payment | 1073 | 88770785 |
| (2) For terminated vested participants | 500 | 28377477 |
| (3) For active participants: | | |
| (a) Non-vested benefits..... | | 53093 |
| (b) Vested benefits..... | | 22804900 |
| (c) Total active..... | 200 | 22857993 |
| (4) Total | 1773 | 140006255 |
| c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage | 2c | 17.05% |

3 Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees | (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees |
|-----------------------|--------------------------------|------------------------------|-----------------------|--------------------------------|------------------------------|
| 07/01/2019 | 476381 | | | | |
| 07/01/2019 | 43462 | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | Totals ▶ | 3(b) | 519843 3(c) |

4 Information on plan status:

| | | |
|---|-----------|---|
| a Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3)) | 4a | 20.2% |
| b Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If entered code is "N," go to line 5 | 4b | D |
| c Is the plan making the scheduled progress under any applicable funding improvement or rehabilitation plan? | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| d If the plan is in critical status or critical and declining status, were any benefits reduced (see instructions)? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| e If line d is "Yes," enter the reduction in liability resulting from the reduction in benefits (see instructions), measured as of the valuation date | 4e | |
| f If the rehabilitation plan projects emergence from critical status or critical and declining status, enter the plan year in which it is projected to emerge. If the rehabilitation plan is based on forestalling possible insolvency, enter the plan year in which insolvency is expected and check here | 4f | 2022 <input checked="" type="checkbox"/> |

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

- a** Attained age normal
- b** Entry age normal
- c** Accrued benefit (unit credit)
- d** Aggregate
- e** Frozen initial liability
- f** Individual level premium
- g** Individual aggregate
- h** Shortfall
- i** Other (specify):

| | | |
|--|-----------|---|
| j If box h is checked, enter period of use of shortfall method..... | 5j | |
| k Has a change been made in funding method for this plan year? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| l If line k is "Yes," was the change made pursuant to Revenue Procedure 2000-40 or other automatic approval? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| m If line k is "Yes," and line l is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method | 5m | |

6 Checklist of certain actuarial assumptions:

| | | | | |
|--|--|--------|---|---|
| a Interest rate for "RPA '94" current liability..... | | | 6a | 3.06% |
| b Rates specified in insurance or annuity contracts..... | Pre-retirement <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A | | Post-retirement <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A | |
| c Mortality table code for valuation purposes: | | | | |
| (1) Males | 6c(1) | 13 | | 13 |
| (2) Females | 6c(2) | 13 | | 13 |
| d Valuation liability interest rate | 6d | 4.00% | | 4.00% |
| e Expense loading | 6e | 122.4% | <input type="checkbox"/> N/A | % <input checked="" type="checkbox"/> N/A |
| f Salary scale | 6f | % | <input checked="" type="checkbox"/> N/A | |
| g Estimated investment return on actuarial value of assets for year ending on the valuation date..... | 6g | | | 3.7% |
| h Estimated investment return on current value of assets for year ending on the valuation date | 6h | | | 0.2% |

7 New amortization bases established in the current plan year:

| (1) Type of base | (2) Initial balance | (3) Amortization Charge/Credit |
|------------------|---------------------|--------------------------------|
| 1 | -146957 | -12709 |
| 4 | 29942366 | 2589471 |

8 Miscellaneous information:

| | | |
|--|--------------|---|
| a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval..... | 8a | |
| b(1) Is the plan required to provide a projection of expected benefit payments? (See the instructions.) If "Yes," attach a schedule..... | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b(2) Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach a schedule..... | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code?..... | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| d If line c is "Yes," provide the following additional information: | | |
| (1) Was an extension granted automatic approval under section 431(d)(1) of the Code?..... | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| (2) If line 8d(1) is "Yes," enter the number of years by which the amortization period was extended | 8d(2) | |
| (3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code?..... | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| (4) If line 8d(3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2))..... | 8d(4) | |
| (5) If line 8d(3) is "Yes," enter the date of the ruling letter approving the extension | 8d(5) | |
| (6) If line 8d(3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s)..... | 8e | |

9 Funding standard account statement for this plan year:

Charges to funding standard account:

| | | |
|---|---------------------|----------|
| a Prior year funding deficiency, if any | 9a | 45040331 |
| b Employer's normal cost for plan year as of valuation date..... | 9b | 908515 |
| c Amortization charges as of valuation date: | Outstanding balance | |
| (1) All bases except funding waivers and certain bases for which the amortization period has been extended | 9c(1) | 67675147 |
| (2) Funding waivers | 9c(2) | |
| (3) Certain bases for which the amortization period has been extended | 9c(3) | 8769714 |
| d Interest as applicable on lines 9a, 9b, and 9c..... | 9d | 2188742 |
| e Total charges. Add lines 9a through 9d..... | 9e | 56907302 |

Credits to funding standard account:

| | | | |
|-----------|--|----------------------------|---|
| f | Prior year credit balance, if any..... | 9f | |
| g | Employer contributions. Total from column (b) of line 3..... | 9g | 519843 |
| | | Outstanding balance | |
| h | Amortization credits as of valuation date..... | 9h | 13774443 |
| i | Interest as applicable to end of plan year on lines 9f, 9g, and 9h..... | 9i | 1470791 |
| | | | 68295 |
| j | Full funding limitation (FFL) and credits: | | |
| (1) | ERISA FFL (accrued liability FFL)..... | 9j(1) | 105026566 |
| (2) | "RPA '94" override (90% current liability FFL)..... | 9j(2) | 105621981 |
| (3) | FFL credit..... | 9j(3) | |
| k | (1) Waived funding deficiency..... | 9k(1) | |
| | (2) Other credits..... | 9k(2) | |
| l | Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)..... | 9l | 2058929 |
| m | Credit balance: If line 9l is greater than line 9e, enter the difference..... | 9m | |
| n | Funding deficiency: If line 9e is greater than line 9l, enter the difference..... | 9n | 54848373 |
| 9o | Current year's accumulated reconciliation account: | | |
| (1) | Due to waived funding deficiency accumulated prior to the 2019 plan year..... | 9o(1) | |
| (2) | Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code: | | |
| (a) | Reconciliation outstanding balance as of valuation date..... | 9o(2)(a) | |
| (b) | Reconciliation amount (line 9c(3) balance minus line 9o(2)(a))..... | 9o(2)(b) | |
| (3) | Total as of valuation date..... | 9o(3) | |
| 10 | Contribution necessary to avoid an accumulated funding deficiency. (See instructions.)..... | 10 | 54848373 |
| 11 | Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions..... | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2019

This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019

and ending 12/31/2019

A Name of plan
LOCAL 138 PENSION TRUST FUND

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BOARD OF TRUSTEES OF LOCAL 138 PENSION TRUST FUND

D Employer Identification Number (EIN)
11-5170655

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... Yes No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

[REDACTED]

11-8170855

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 30 50 | EMPLOYEE | 78317 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

(a) Enter name and EIN or address (see instructions)

O'SULLIVAN ASSOCIATES

20-8199367

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 11 50 | NONE | 48950 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

(a) Enter name and EIN or address (see instructions)

UBS FINANCIAL SERVICES

13-2638186

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 27 51 | NONE | 44718 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CARY KANE LLP

20-1942442

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0- | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0- | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|---|--|--|--|--|
| 29 50 | LEGAL COUNSEL | 41083 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

(a) Enter name and EIN or address (see instructions)

11-6170655

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0- | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0- | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|---|--|--|--|--|
| 30 50 | EMPLOYEE | 40005 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

(a) Enter name and EIN or address (see instructions)

11-6170655

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0- | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0- | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|---|--|--|--|--|
| 30 50 | EMPLOYEE | 31641 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CALIBRE CPA GROUP PLLC

47-0900880

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0- | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0- | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|---|--|--|--|--|
| 10.50 | AUDITOR | 27368 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

(a) Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0- | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0- | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|---|--|--|--|--|
| | | | Yes <input type="checkbox"/> No <input type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

(a) Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0- | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0- | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|---|--|--|--|--|
| | | | Yes <input type="checkbox"/> No <input type="checkbox"/> | Yes <input type="checkbox"/> No <input type="checkbox"/> | | Yes <input type="checkbox"/> No <input type="checkbox"/> |

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| | | |
|--|---|--|
| (a) Enter service provider name as it appears on line 2 | (b) Service Codes (see instructions) | (c) Enter amount of indirect compensation |
| | | |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |
| (a) Enter service provider name as it appears on line 2 | (b) Service Codes (see instructions) | (c) Enter amount of indirect compensation |
| | | |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |
| (a) Enter service provider name as it appears on line 2 | (b) Service Codes (see instructions) | (c) Enter amount of indirect compensation |
| | | |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--|-------------------------------|---|
| | | |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
| | | |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
| | | |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
| | | |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
| | | |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
| | | |

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

| | |
|--------------------|---------------------|
| a Name: | b EIN: |
| c Position: | |
| d Address: | e Telephone: |
| | |

Explanation:

| | |
|--------------------|---------------------|
| a Name: | b EIN: |
| c Position: | |
| d Address: | e Telephone: |
| | |

Explanation:

| | |
|--------------------|---------------------|
| a Name: | b EIN: |
| c Position: | |
| d Address: | e Telephone: |
| | |

Explanation:

| | |
|--------------------|---------------------|
| a Name: | b EIN: |
| c Position: | |
| d Address: | e Telephone: |
| | |

Explanation:

| | |
|--------------------|---------------------|
| a Name: | b EIN: |
| c Position: | |
| d Address: | e Telephone: |
| | |

Explanation:

**SCHEDULE H
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2019

This Form is Open to Public Inspection

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

| | | |
|--|---|-----|
| A Name of plan LOCAL 138 PENSION TRUST FUND | B Three-digit plan number (PN) ▶ | 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500 BOARD OF TRUSTEES OF LOCAL 138 PENSION TRUST FUND | D Employer Identification Number (EIN) 11-6170655 | |

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|--|-----------------|------------------------------|------------------------|
| a Total noninterest-bearing cash | 1a | 672463 | 652304 |
| b Receivables (less allowance for doubtful accounts): | | | |
| (1) Employer contributions | 1b(1) | 475456 | 453741 |
| (2) Participant contributions | 1b(2) | | |
| (3) Other | 1b(3) | 14124 | 50 |
| c General investments: | | | |
| (1) Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 9491481 | 8748642 |
| (2) U.S. Government securities | 1c(2) | 2237821 | |
| (3) Corporate debt instruments (other than employer securities): | | | |
| (A) Preferred | 1c(3)(A) | | |
| (B) All other | 1c(3)(B) | 1436724 | |
| (4) Corporate stocks (other than employer securities): | | | |
| (A) Preferred | 1c(4)(A) | | |
| (B) Common | 1c(4)(B) | 1756856 | |
| (5) Partnership/joint venture interests | 1c(5) | | |
| (6) Real estate (other than employer real property) | 1c(6) | | |
| (7) Loans (other than to participants) | 1c(7) | | |
| (8) Participant loans | 1c(8) | | |
| (9) Value of interest in common/collective trusts | 1c(9) | | |
| (10) Value of interest in pooled separate accounts | 1c(10) | | |
| (11) Value of interest in master trust investment accounts | 1c(11) | | |
| (12) Value of interest in 103-12 investment entities | 1c(12) | | |
| (13) Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 6284872 | 8607993 |
| (14) Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| (15) Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|--------------------|--|-----------------------|-----------------|
| 1d | Employer-related investments: | | |
| (1) | Employer securities | 1d(1) | |
| (2) | Employer real property | 1d(2) | |
| e | Buildings and other property used in plan operation | 1e | 11612 |
| f | Total assets (add all amounts in lines 1a through 1e) | 1f | 24381209 |
| Liabilities | | | |
| g | Benefit claims payable | 1g | |
| h | Operating payables | 1h | 34253 |
| i | Acquisition indebtedness | 1i | |
| j | Other liabilities | 1j | 10544 |
| k | Total liabilities (add all amounts in lines 1g through 1j) | 1k | 44797 |
| Net Assets | | | |
| l | Net assets (subtract line 1k from line 1f) | 1l | 24336412 |

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| | | (a) Amount | (b) Total |
|---------------|---|-----------------|-----------|
| Income | | | |
| a | Contributions: | | |
| (1) | Received or receivable in cash from: (A) Employers | 2a(1)(A) | 504431 |
| | (B) Participants | 2a(1)(B) | |
| | (C) Others (including rollovers) | 2a(1)(C) | |
| (2) | Noncash contributions | 2a(2) | |
| (3) | Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2) | 2a(3) | 504431 |
| b | Earnings on investments: | | |
| (1) | Interest: | | |
| | (A) Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | |
| | (B) U.S. Government securities | 2b(1)(B) | 9297 |
| | (C) Corporate debt instruments | 2b(1)(C) | 7174 |
| | (D) Loans (other than to participants) | 2b(1)(D) | |
| | (E) Participant loans | 2b(1)(E) | |
| | (F) Other | 2b(1)(F) | |
| | (G) Total interest. Add lines 2b(1)(A) through (F) | 2b(1)(G) | 16471 |
| (2) | Dividends: (A) Preferred stock | 2b(2)(A) | |
| | (B) Common stock | 2b(2)(B) | 433185 |
| | (C) Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | |
| | (D) Total dividends. Add lines 2b(2)(A), (B), and (C) | 2b(2)(D) | 433185 |
| (3) | Rents | 2b(3) | |
| (4) | Net gain (loss) on sale of assets: (A) Aggregate proceeds | 2b(4)(A) | 12862281 |
| | (B) Aggregate carrying amount (see instructions) | 2b(4)(B) | 12272580 |
| | (C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result | 2b(4)(C) | 589701 |
| (5) | Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | |
| | (B) Other | 2b(5)(B) | -329184 |
| | (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | -329184 |

| | | (a) Amount | (b) Total |
|--|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts..... | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts..... | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts..... | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities..... | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) | | 430552 |
| c Other income..... | 2c | | 3311 |
| d Total income. Add all income amounts in column (b) and enter total..... | 2d | | 1648467 |

Expenses

| | | | |
|--|-------|---------|---------|
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers..... | 2e(1) | 7073675 | |
| (2) To insurance carriers for the provision of benefits..... | 2e(2) | | |
| (3) Other..... | 2e(3) | | |
| (4) Total benefit payments. Add lines 2e(1) through (3)..... | 2e(4) | | 7073675 |
| f Corrective distributions (see instructions)..... | 2f | | |
| g Certain deemed distributions of participant loans (see instructions)..... | 2g | | |
| h Interest expense..... | 2h | | |
| i Administrative expenses: (1) Professional fees..... | 2i(1) | 117399 | |
| (2) Contract administrator fees..... | 2i(2) | | |
| (3) Investment advisory and management fees..... | 2i(3) | 44718 | |
| (4) Other..... | 2i(4) | 325540 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4)..... | 2i(5) | | 487657 |
| j Total expenses. Add all expense amounts in column (b) and enter total..... | 2j | | 7561332 |

Net Income and Reconciliation

| | | | |
|---|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k | | -5912865 |
| l Transfers of assets: | | | |
| (1) To this plan..... | 2l(1) | | |
| (2) From this plan..... | 2l(2) | | |

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) Unmodified (2) Qualified (3) Disclaimer (4) Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? Yes No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CALIBRE CPA GROUP PLLC

(2) EIN: 47-0900880

d The opinion of an independent qualified public accountant is **not attached** because:

(1) This form is filed for a CCT, PSA, or MTIA. (2) It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See Instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

| | Yes | No | Amount |
|----|-----|----|--------|
| 4a | | X | |
| 4b | | X | |

| | | Yes | No | Amount |
|--|-----------|-----|---------------------|--------------------|
| c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | X | | |
| k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | |
| 5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter the amount of any plan assets that reverted to the employer this year _____ | | | | |
| 5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.) | | | | |
| 5b(1) Name of plan(s) | | | 5b(2) EIN(s) | 5b(3) PN(s) |
| | | | | |
| | | | | |
| | | | | |
| 5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not determined If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year <u>4257091</u> . (See instructions.) | | | | |

**SCHEDULE R
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2019

This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
LOCAL 138 PENSION TRUST FUND

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BOARD OF TRUSTEES OF LOCAL 138 PENSION TRUST FUND

D Employer Identification Number (EIN)
11-8170655

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

- 1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0
- 2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): _____
- 3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 0

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

- 4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(c)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.
- 5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month ____ Day ____ Year ____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.
- 6** **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**
- b** Enter the amount contributed by the employer to the plan for this plan year **6b**
- c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**
- If you completed line 6c, skip lines 8 and 9.**
- 7** Will the minimum funding amount reported on line 6c be met by the funding deadline? Yes No N/A

- 8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III Amendments

- 9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. Increase Decrease Both No

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

- 10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? Yes No
- 11** **a** Does the ESOP hold any preferred stock? Yes No
- b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) Yes No
- 12** Does the ESOP hold any stock that is not readily tradable on an established securities market? Yes No

For Paperwork Reduction Act Notice, see the instructions for Form 5500.

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer KRASDALE FOOD

b EIN 13-1715975 **c** Dollar amount contributed by employer 345726

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month 02 Day 04 Year 2022

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer SLB TRANSPORT

b EIN 13-4146556 **c** Dollar amount contributed by employer 73841

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month 02 Day 05 Year 2022

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | |
|---|-----|
| a The current year..... | 942 |
| b The plan year immediately preceding the current plan year..... | 955 |
| c The second preceding plan year..... | 935 |

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | |
|--|------|
| a The corresponding number for the plan year immediately preceding the current plan year..... | 0.99 |
| b The corresponding number for the second preceding plan year..... | 0.99 |

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | |
|---|---------|
| a Enter the number of employers who withdrew during the preceding plan year..... | 1 |
| b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers..... | 6406943 |

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment.

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment.....

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:

Stock: 17.0 % Investment-Grade Debt: 83.0 % High-Yield Debt: 0.0 % Real Estate: 0.0 % Other: 0.0 %

b Provide the average duration of the combined investment-grade and high-yield debt:

0-3 years 3-6 years 6-9 years 9-12 years 12-15 years 15-18 years 18-21 years 21 years or more

c What duration measure was used to calculate line 19(b)?

Effective duration Macaulay duration Modified duration Other (specify):

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? Yes No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

Yes.

No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

No. Other. Provide explanation

LOCAL 138 PENSION TRUST FUND

FINANCIAL STATEMENTS

DECEMBER 31, 2019



LOCAL 138 PENSION TRUST FUND

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

CONTENTS

| | PAGE |
|--|-------------|
| Report of Independent Auditors | 1 |
| Statements of Net Assets Available for Benefits | 3 |
| Statements of Changes in Net Assets Available for Benefits | 4 |
| Notes to Financial Statements | 5 |
| Supplemental Information | |
| Schedule of Assets (Held at End of Year) | |
| Schedule of Reportable Transactions | |



462 SEVENTH AVENUE
16TH FLOOR
NEW YORK, NY 10018
212.695.1300 PHONE | 212.695.1391 FAX

REPORT OF INDEPENDENT AUDITORS

To the Board of Trustees of
Local 138 Pension Trust Fund

We have audited the accompanying financial statements of Local 138 Pension Trust Fund (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2019 and changes therein for the year then ended, and its financial status as of December 31, 2018, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Supplemental Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held and reportable transactions for the year ended December 31, 2019 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Calibre CPA Group, PLLC

New York, NY
September 2, 2020

LOCAL 138 PENSION TRUST FUND

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2019 AND 2018

| | <u>2019</u> | <u>2018</u> |
|--|----------------------|----------------------|
| ASSETS | | |
| Investments, at fair value | | |
| Cash equivalents | \$ 8,749,642 | \$ 9,491,481 |
| Mutual funds | 8,607,993 | 8,284,672 |
| U.S. government and agency securities | - | 2,237,821 |
| Corporate bonds and notes | - | 1,436,724 |
| Common stock | - | 1,756,856 |
| Total investments | <u>17,357,635</u> | <u>23,207,554</u> |
| Receivables | | |
| Withdrawal liability | 416,229 | 431,641 |
| Employer contributions | 37,512 | 43,815 |
| Interest and dividends | 50 | 14,124 |
| Total receivables | <u>453,791</u> | <u>489,580</u> |
| Cash | <u>652,304</u> | <u>672,463</u> |
| Prepaid expenses and other assets | <u>7,664</u> | <u>11,612</u> |
| Total assets | <u>18,471,394</u> | <u>24,381,209</u> |
| LIABILITIES | | |
| Accounts payable and accrued expenses | 39,490 | 34,253 |
| Due to related entities | <u>8,357</u> | <u>10,544</u> |
| Total liabilities | <u>47,847</u> | <u>44,797</u> |
| NET ASSETS AVAILABLE FOR BENEFITS | <u>\$ 18,423,547</u> | <u>\$ 24,336,412</u> |

See accompanying notes to financial statements.

LOCAL 138 PENSION TRUST FUND

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2019 AND 2018

| | 2019 | 2018 |
|---|-------------------|-------------------|
| ADDITIONS | | |
| Investment income | | |
| Net appreciation (depreciation) in fair value of investments | \$ 694,380 | \$ (354,516) |
| Interest and dividends | 449,656 | 496,407 |
| | 1,144,036 | 141,891 |
| Less: investment expenses | 44,718 | 77,694 |
| Net investment income | 1,099,318 | 64,197 |
| Employer contributions | 476,381 | 517,961 |
| Withdrawal liability income | 28,050 | 955,259 |
| Total additions | 1,603,749 | 1,537,417 |
| DEDUCTIONS | | |
| Benefits paid directly to participants | 7,073,675 | 7,124,813 |
| Administrative expenses | 442,939 | 438,970 |
| Total deductions | 7,516,614 | 7,563,783 |
| NET CHANGE | (5,912,865) | (6,026,366) |
| NET ASSETS AVAILABLE FOR BENEFITS | | |
| Beginning of year | 24,336,412 | 30,362,778 |
| End of year | \$ 18,423,547 | \$ 24,336,412 |

See accompanying notes to financial statements.

LOCAL 138 PENSION TRUST FUND

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2019 AND 2018

NOTE 1. DESCRIPTION OF THE PLAN

The following brief description of Local 138 Pension Trust Fund (the Plan) is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General - The Plan is a multiemployer defined benefit pension plan established under the provisions of an Agreement and Declaration of Trust effective January 1, 1956, as amended, between Local 138 affiliated with the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America, and various employers primarily in the trucking and warehousing industry operating in the New York metropolitan area, who are parties to collective bargaining agreements (CBAs) requiring contributions to the Plan. The union and the employers agreed to participate in the operation of a trust fund for the purpose of providing pension retirement benefits to eligible employees of employers who are members of the Union. Effective May 1, 1996, representation of the members of the Teamsters Local Union 138 was assumed by the Teamsters Local Union 802 (the Union). The Plan is administered by a Board of Trustees (Trustees) consisting of union and employer representatives and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Pension Benefits - The Plan provides various forms of retirement pension benefits as well as survivor benefits to eligible participants and beneficiaries as defined in the Plan Document. These include normal and statutory pensions, 25-year service pensions, early retirement pensions, and disability pensions. These benefits are payable in the form of life annuities and joint and survivor annuities. The Plan requires (unless waived) participant and spousal benefits providing for actuarial reduced pensions to participants during their lifetime after which the surviving spouse receives 50% or 75% of the calculated benefit for life.

Funding Policy - Funding to provide the benefits is made through monthly contributions by participating employers on behalf of each covered employee as provided for in the applicable prevailing collective bargaining agreements with the Union. Funding is also provided through the collection of withdrawal liability obligations from former contributing employers. The Plan is non-contributory for employees and is funded from contributions received from employers. The Plan's contributions for the years ended December 31, 2019 and 2018 did not meet the minimum funding requirements of ERISA. The Plan is currently operating under the terms of a rehabilitation plan as required by the Pension Protection Act (PPA).

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting. Under this basis, additions are recorded when earned and deductions are recorded as incurred, regardless of when cash is exchanged.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, if any, and the actuarial present value of accumulated plan benefits. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan determines its valuation policies utilizing information provided by the custodian.

Purchases and sales of securities are recorded on a trade-date-basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Contributions and Contributions Receivable - Contributions due from employers are accrued at year end only as to those amounts applicable to contribution periods which ended on or before the financial statement dates and are based on subsequent period cash collections. Therefore, an allowance for doubtful accounts is not deemed necessary. Contributions due the Plan as a result of payroll audits of contributing employers are accrued at year end as plan assets and additions to plan assets only when collection in the subsequent period can be observed.

Withdrawal Liability Income and Receivable - The Plan records withdrawal liability receivables when entitlement has been determined, the amount is reasonably determinable, and the future collectability is evaluated. Receivables are reported at the present value of remaining payments that are deemed collectible at year end. There is no allowance recorded as all amounts are reasonably expected to be received.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

New Accounting Pronouncement - In August 2018, Accounting Standards Update (ASU) 2018-13 was issued by the Financial Accounting Standards Board, ASU 2018-13 modifies the disclosure requirements on fair value and is effective for plan years beginning after December 15, 2019. As permitted, the Plan has elected early implementation of this standard. The adoption of ASU 2018-13 did not affect the Plan's financial condition or results of operations.

NOTE 3. ACTUARIAL INFORMATION

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service participants have rendered to contributing employers. Accumulated plan benefits include benefits expected to be paid to (a) pensioners or their beneficiaries (b) inactive participants with rights to immediate or deferred pensions or their beneficiaries and (c) active participants or their beneficiaries. Benefits under the Plan vary in amount, depending on the pension for which the participant qualifies, based on the number of pension credits or years of vesting services attained, the participant's age at retirement and the pension option selected.

The actuarial present value of accumulated plan benefits is determined by the Plan's consulting actuary, O'Sullivan and Associates, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the present value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation as of December 31, 2018 are as follows:

Mortality Rates:

Actives: RP - 2014 Blue Collar Employee Sex Distinct Table using scale MP-2018 generational mortality improvement from the year 2015.

Disabled: RP - 2014 Disabled Retiree Sex Distinct using scale MP-2018 generational mortality improvement from the year 2015.

Retirees: RP - 2014 Blue Collar Annuitant Sex Distinct using scale MP-2018 generational mortality improvement from the year 2015.

Retirement Rates for Actives:

Inactive vested participants are assumed to retire at age 65. Active rates, once reaching 25 years of benefit service or age 65:

| <u>Age</u> | <u>Rate %</u> |
|------------|---------------|
| 45-49 | 10% |
| 50-54 | 7.5% |
| 55-61 | 15% |
| 62 | 30% |
| 63-64 | 20% |
| 65 | 50% |
| 66-69 | 25% |

Net Investment Return:

4.00%

NOTE 3. ACTUARIAL INFORMATION (CONTINUED)

Withdrawal Rates: Table T-5, once retirement rates start, withdrawal rates stop.

Sample rates are as follows:

| <u>Age</u> | <u>Rate %</u> | <u>Age</u> | <u>Rate %</u> |
|------------|---------------|------------|---------------|
| 25 | 7.72% | 50 | 2.56% |
| 30 | 7.22% | 55 | 0.94% |
| 35 | 6.28% | 60 | 0.90% |
| 40 | 5.15% | 65 | 0.00% |
| 45 | 3.98% | | |

Assumption Changes: The mortality improvement scale was updated from MP-2016 to MP-2018 in accordance with new industry standards. The net investment return assumption was lowered from 6.75% to 4.00% to better reflect expected plan experience.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. In the event the Plan was to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated plan benefits as of December 31, 2018 is shown below:

| | |
|---|-----------------------|
| Actuarial present value of vested accumulated plan benefits | |
| Participants currently receiving benefits | \$ 80,487,910 |
| Other vested benefits | 43,419,151 |
| Total vested benefits | <u>123,907,061</u> |
| Actuarial present value of nonvested benefits | <u>41,071</u> |
| Total actuarial present value of accumulated plan benefits | <u>\$ 123,948,132</u> |

The factors which affected the change in the actuarial present value of accumulated plan benefits from the preceding to the current benefit information date are as follows:

| | |
|--|-----------------------|
| Actuarial present value of accumulated plan benefits - January 1, 2018 | <u>\$ 95,526,391</u> |
| Changes during year due to | |
| Benefits accumulated and net gains | (603,381) |
| Benefits paid | (7,124,813) |
| Assumption changes | 29,942,366 |
| Passage of time | <u>6,207,569</u> |
| Total change | <u>28,421,741</u> |
| Actuarial present value of accumulated plan benefits - December 31, 2018 | <u>\$ 123,948,132</u> |

NOTE 3. ACTUARIAL INFORMATION (CONTINUED)

Since information on the accumulated plan benefits at December 31, 2019 and changes therein for the year then ended are not included above, the financial statements do not purport to present the complete presentation of the financial status of the Plan as of December 31, 2019, and changes in its financial status for the year then ended. As permitted by accounting standards, the financial statements present the complete financial status of the Plan as of December 31, 2018.

Pension Protection Act Filings

For the years ended December 31, 2019 and 2018, the Plan was certified by its actuary to be in critical and declining status (“deep red zone”), within the meaning of the Pension Protection Act of 2006 (PPA). As required under the PPA, the Trustees adopted a rehabilitation plan at the end of 2008 that was designed to forestall insolvency for as long as possible (projected insolvency in the year 2022). The rehabilitation plan includes two schedules, a non-default schedule (Preferred) and a Default Schedule. The Preferred Schedule required all contribution rates provided under any CBA be equal to the employer’s 2008 contribution rate plus 10 percent.

NOTE 4. FAIR VALUE MEASUREMENTS

Accounting standards provide the framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation approaches used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The Plan uses valuation approaches to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2019 and 2018.

Cash equivalents: Valued at amortized cost, which approximates fair value.

U.S. Government and agency securities: Most securities valued at the closing price reported in the active market in which the individual securities or similar securities are traded. Certain U.S. agency securities are valued based on yields currently available on comparable securities.

Corporate bonds and notes: Valued at the closing price reported in the active market in which the individual securities are traded.

Common stock: Valued at quoted market prices reported on the national securities exchange in which the individual securities are traded.

Mutual funds: Valued at the daily closing price as reported by the investment manager. The mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish its daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date and that such changes could materially affect the amounts reported in the financial statements. In addition, the inputs and methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2019 and 2018.

| Description | Assets at Fair Value as of December 31, 2019 | | | |
|------------------|--|----------------------|-------------|-------------|
| | Total | Level 1 | Level 2 | Level 3 |
| Cash equivalents | \$ 8,749,642 | \$ 8,749,642 | \$ - | \$ - |
| Mutual funds | 8,607,993 | 8,607,993 | - | - |
| Total | <u>\$ 17,357,635</u> | <u>\$ 17,357,635</u> | <u>\$ -</u> | <u>\$ -</u> |

| Description | Assets at Fair Value as of December 31, 2018 | | | |
|---------------------------------------|--|----------------------|-----------------|-------------|
| | Total | Level 1 | Level 2 | Level 3 |
| Cash equivalents | \$ 9,491,481 | \$ 9,491,481 | \$ - | \$ - |
| U.S. Government and agency securities | 2,237,821 | 2,233,029 | 4,792 | - |
| Corporate bonds and notes | 1,436,724 | 1,436,724 | - | - |
| Common stock | 1,756,856 | 1,756,856 | - | - |
| Mutual funds | 8,284,672 | 8,284,672 | - | - |
| Total | <u>\$ 23,207,554</u> | <u>\$ 23,202,762</u> | <u>\$ 4,792</u> | <u>\$ -</u> |

NOTE 5. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Plan by letter dated January 22, 2016, that the Plan meets the requirements of Internal Revenue Code (IRC) Section 401(a) and is exempt from federal income taxes under IRC Section 501(a). The Plan has been amended since receiving the determination letter. However, the Trustees believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if it has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2019 and 2018, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 6. RELATED PARTY TRANSACTIONS

The Plan shares office space and administration with other related benefit funds. As part of a cost sharing arrangement, the Plan's related Bakery Drivers Local 802 Pension Fund (Pension Fund) acts as paying agent for certain common administrative expenses. These common administrative expenses include payroll, employee benefits, rent, as well as other administrative expenses.

Common administrative expenses for the years ended December 31, 2019 and 2018 totaled \$98,125 and \$95,990, respectively. Amounts due the Pension Fund at December 31, 2019 and 2018 totaled \$8,357 and \$10,544, respectively. These amounts were subsequently settled after year end.

The Plan contributes on behalf of its shared employees to the Pension Fund. Contributions remitted to the Pension Fund on behalf of these employees totaled \$9,147 and \$7,976 for the years ended December 31, 2019 and 2018, respectively.

The Plan contributes on behalf of its employee and shared employees to the Bakery Drivers Local 802 Welfare Fund (Welfare Fund). Contributions remitted to the Welfare Fund on behalf of these employees totaled \$32,801 and \$32,801 for the years ended December 31, 2019 and 2018, respectively.

The Plan contributes on behalf of its employee and shared employees to the Teamsters Local 802 Annuity Fund (Annuity Fund). Contributions remitted to the Annuity Fund on behalf of these employees totaled \$10,454 and \$10,340 for the years ended December 31, 2019 and 2018, respectively.

NOTE 7. SIGNIFICANT CONTRIBUTING EMPLOYER

Contributions from one employer accounted for approximately 74% and 69% of total employer contributions for the years ended December 31, 2019 and 2018, respectively.

NOTE 8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that the values of investment securities could be different at the reporting date and that such changes could materially affect the amounts reported in the financial statements.

The actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and participant demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near-term would be material to the financial statements.

NOTE 9. PLAN TERMINATION

Although they have not expressed any intention to do so, the Trustees reserve the right to terminate the Plan. Termination shall not permit any part of the Plan assets to be used for or diverted to purposes other than the exclusive benefit of the pensioners, beneficiaries, and participants. In the event of termination, the net assets of the Plan will be allocated to pay benefits in priorities as prescribed by ERISA and its related regulations.

The Pension Benefit Guaranty Corporation (PBGC) provides financial assistance to plans that become insolvent and guarantees certain benefits provided by insolvent plans. Generally, the PBGC guarantees a portion of vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits and the amount of any individual participant's benefit protection is subject to certain limitations, particularly with respect to benefit increases as a result of plan amendments in effect for less than five years.

Whether all participants receive their benefits, should the Plan terminate at some future time, will depend on the sufficiency of the Plan's net assets to provide those benefits and the level and type of benefits guaranteed by the PBGC at that time.

NOTE 10. LEASE COMMITMENT

The Plan leases office space at 2151 Marion Place, Baldwin, NY, from its affiliated Teamsters Local 802 LLC, under an operating lease. Effective January 1, 2016, the Plan entered into a five-year lease agreement expiring December 31, 2020. Lease payments made to Teamsters Local 802 LLC totaled \$11,448 and \$11,115 for the years ended December 31, 2019 and 2018, respectively. Future minimum lease payments are as follows:

| | Amount* |
|--------------------------------------|------------------|
| For the year ended December 31, 2020 | |
| Total future minimum lease payments | <u>\$ 90,500</u> |

* The Plan is responsible for its proportionate share of the rent reported above.

NOTE 11. PARTICIPATION IN MULTIEMPLOYER PLAN

The Plan, on behalf of its office employees which it shares with other affiliated benefit funds, contributes to a multiemployer defined benefit pension plan. The risks of participating in multiemployer plans are different from single-employer plans in the following aspects:

- Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the Plan may be borne by the remaining participating employers.

NOTE 11. PARTICIPATION IN MULTIEMPLOYER PLAN

- If the Plan chooses to stop participating in this multiemployer plan, the Plan may be required to pay an amount, referred to as withdrawal liability, based on the unfunded status of the Plan. The Plan has no intention of stopping its participation in this multiemployer plan.

The Plan's participation in this multiemployer plan for the annual periods ended December 31, 2019 and 2018, is outlined in the table below. The "EIN and Pension Plan Number" rows provide the Employer Identification Number (EIN) and the three-digit plan number. The most recent Pension Protection Act (PPA) zone status available in 2019 and 2018 is for the plan's year end at December 31, 2019 and 2018, respectively. The zone status is based on information that the Plan received from the multiemployer plan and is certified by the multiemployer plan's actuary. Among other factors, plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are less than 80 percent funded, and plans in the green zone are at least 80 percent funded. The FIP/RP Status row indicates whether a funding improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. There have been no significant changes that affect the comparability of 2019 and 2018 contributions. Contributions reported below represent the Plan's proportionate share of the contributions made to this multiemployer plan.

| | |
|----------------------|---------------------------------------|
| Legal Name of Plan: | Bakery Drivers Local 802 Pension Fund |
| EIN: | 51-6112573 |
| Pension Plan Number: | 001 |
| PPA Zone Status: | |
| 2019 | Critical and declining (Red Zone) |
| 2018 | Critical and declining (Red Zone) |
| FIP/RP Status: | Implemented |
| Contributions: | |
| 2019 | \$9,147 |
| 2018 | \$7,976 |
| Surcharge Imposed: | No |

NOTE 12. SUBSEQUENT EVENTS

Subsequent to year-end, U.S. and global business and financial markets have been severely impacted by the Coronavirus pandemic. The potential impacts on the Plan's financial condition and activities cannot be determined at this time. All subsequent events have been evaluated through September 2, 2020, which is the date the financial statements were available to be issued. This review and evaluation revealed no other material event or transaction which would require an adjustment to or disclosure in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

Schedule MB (2019), Line 6 –
Summary of Plan Provisions

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

Summary of Assumptions

| Mortality | | | | | | | | | | | | | | | | | |
|--------------------------------|---|------------|-------------|--------|------|-------|------|-------|------|----|------|-------|------|----|------|-------|------|
| Healthy | RP- 2014 Blue Collar Employee Sex Distinct Table using scale MP-2018 generational mortality improvement from the year 2015. | | | | | | | | | | | | | | | | |
| Disabled | RP- 2014 Disabled Retiree Sex Distinct using scale MP-2018 generational mortality improvement from the year 2015. | | | | | | | | | | | | | | | | |
| Retired | RP- 2014 Blue Collar Annuitant Sex Distinct using scale MP-2018 generational mortality improvement from the year 2015. | | | | | | | | | | | | | | | | |
| Withdrawal Rates | T-5 Once retirement rates start, withdrawal rates stop. | | | | | | | | | | | | | | | | |
| Retirement Age | Inactive vested participants are assumed to retire at age 65. Active rates, once reaching 25 years of Benefit Service or age 65: <table><thead><tr><th><u>Age</u></th><th><u>Rate</u></th></tr></thead><tbody><tr><td>45 -49</td><td>.100</td></tr><tr><td>50-54</td><td>.075</td></tr><tr><td>55-61</td><td>.150</td></tr><tr><td>62</td><td>.300</td></tr><tr><td>63-64</td><td>.200</td></tr><tr><td>65</td><td>.500</td></tr><tr><td>66-69</td><td>.250</td></tr></tbody></table> When Benefit Service first reaches 25 years, add 25% to the rate if date of hire is prior to 2000. | <u>Age</u> | <u>Rate</u> | 45 -49 | .100 | 50-54 | .075 | 55-61 | .150 | 62 | .300 | 63-64 | .200 | 65 | .500 | 66-69 | .250 |
| <u>Age</u> | <u>Rate</u> | | | | | | | | | | | | | | | | |
| 45 -49 | .100 | | | | | | | | | | | | | | | | |
| 50-54 | .075 | | | | | | | | | | | | | | | | |
| 55-61 | .150 | | | | | | | | | | | | | | | | |
| 62 | .300 | | | | | | | | | | | | | | | | |
| 63-64 | .200 | | | | | | | | | | | | | | | | |
| 65 | .500 | | | | | | | | | | | | | | | | |
| 66-69 | .250 | | | | | | | | | | | | | | | | |
| Future Employment | 10,000 annual weeks of service | | | | | | | | | | | | | | | | |
| Contribution Rate | \$58.67 per week | | | | | | | | | | | | | | | | |
| Definition of Active | Any participant completing 200 hours of service in covered employment in a calendar year | | | | | | | | | | | | | | | | |
| Percent Married | 80% | | | | | | | | | | | | | | | | |
| Net Investment Return | 4.00% | | | | | | | | | | | | | | | | |
| Administrative Expenses | \$500,000 | | | | | | | | | | | | | | | | |

Schedule MB (2019), Line 6 –
Summary of Plan Provisions

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

Actuarial Value of Assets The market value of assets less unrecognized returns in each of the last four years. Unrecognized return is equal to the difference between the actual market return and the expected return on the market value, and is recognized over a four year period. The actuarial value is further adjusted, if necessary, to be within 20% of the market value.

Actuarial Cost Method Unit Credit

RPA '94 Current liability Assumptions Interest: 3.06%; last year it was 2.98%
Mortality: As per IRS Regulation 1.430(h)(3)-1

Assumption Changes

Mortality Mortality Scale changed from MP-2016 to MP-2018

Net Investment Return Net investment return assumption was lowered from 6.75% to 4.00%

Employment Total weeks of Employment were reduced from 10,700 to 10,000.

Rationale for Assumptions

Demographic The demographic rates utilized are standard tables that approximate recent historical demographic experience, and adjusted to reflect anticipated future experience and professional judgment. A comparison of actual vs. expected decrements, and aggregate liability gain/loss analysis were used to validate the demographic assumptions.

Administrative Expense and Employment The Administrative Expense and Employment assumptions approximate recent historical experience, and adjusted to reflect anticipated future experience and professional judgment. When appropriate we include the expectations of Trustees and co-professionals for these assumptions.

Investment Return The investment return assumption is a long-term estimate that is based on historical experience, future market expectations, and professional judgment. We have utilized the investment manager's capital market expectations, and have compared those expectations with a broader market survey.

Schedule MB (2019), Line 6 –
Summary of Plan Provisions

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

| | |
|------------------------|--|
| Plan Year | January 1 through December 31 |
| Coverage | Employees of a contributing employer covered by a CBA with Local 802 (successor to Local 138), including employees of the Local 138 Pension Plan, are eligible for membership in the Plan. Certain former employees of Local 138, including certain current employees of Local 802, are also eligible. |
| Credited Hours | A Participant will earn 50 credited hours in any calendar week for which a weekly contribution is required to be made to the Fund on his or her behalf. |
| Vesting Service | One year for each calendar year in which the participant earns at least 1,000 hours of credited hours. |
| Benefit Service | 1/12 th per month, with months defined as follows: |

| | <u>Month Definition</u> |
|-----------------|--|
| pre-1997: | Each calendar month with at least one week of work |
| 1998 and after: | 1/12 th per 200 hours of work |

Benefit Service is limited to one per year.

Vesting 100% vesting after 5 years of vesting service

Normal Retirement:
Eligibility Age 65 and 5 years of Participation or 5 years of vesting

Benefit Amount **Prior to 1/1/2009** (Pre-Rehabilitation Plan Accrual)
The monthly benefit payable is based on the Minimum Weekly Contribution Rate and is 4% of amount in the table below for each year of Benefit Service to a maximum of 25 years. Payable for life.

Column Key:

(1) Minimum Weekly Contribution Rate: rate of employer contributions for a minimum of 6 months out of the last 36

(2) Monthly Benefit

| (1) | (2) | (1) | (2) | (1) | (2) | (1) | (2) |
|-----|-------|------|-------|------|-------|------|---------|
| \$2 | \$110 | \$22 | \$480 | \$42 | \$945 | \$62 | \$1,325 |
| 4 | 150 | 24 | 510 | 44 | 985 | 64 | 1,355 |
| 6 | 200 | 26 | 560 | 46 | 1,035 | 66 | 1,390 |
| 8 | 240 | 28 | 620 | 48 | 1,080 | 68 | 1,490 |
| 10 | 290 | 30 | 670 | 50 | 1,125 | 70 | 1,600 |
| 12 | 315 | 32 | 720 | 52 | 1,160 | 72 | 1,655 |
| 14 | 340 | 34 | 760 | 54 | 1,190 | 74 | 1,695 |
| 16 | 370 | 36 | 805 | 56 | 1,225 | 76+ | 1,735 |
| 18 | 400 | 38 | 845 | 58 | 1,255 | | |
| 20 | 425 | 40 | 895 | 60 | 1,290 | | |

Schedule MB (2019), Line 6 –
Summary of Plan Provisions

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

The 4% above is for participants who terminated employment after December 31, 1994. The 4% has been increased over time as follows:

| Termination Date | |
|------------------|------|
| 1985 – 1994 | 3.9% |
| 1979 – 1984 | 3.6% |
| Prior to 1979 | 3.3% |

For participants retiring with at least 2 years of Benefit Service after December 31, 1981, the monthly benefit set forth above is increased by 3% for each year of Benefit Service earned prior to January 1, 2009 in excess of 25 up to a maximum of 15 years.

For participants who retired or terminated employment without earning at least one month of Benefit service after January 1, 1995, different benefit schedules apply.

On and After 1/1/2009 (Post-Rehabilitation Plan Accrual)

The monthly benefit payable for life is $A \times [B \times (52/12)] \times 1\%$ where:

A. Is the highest contribution rate in the year

B. Is the number of months of Benefit Service in the year

The following table shows the amount earned if 52 weeks are worked at the contribution rate.

Column Key:

(1) Highest Employer contribution rate for the Plan Year

(2) Monthly benefit for 12 months of benefit service earned during a Plan Year

| (1) | (2) | (1) | (2) | (1) | (2) |
|------|--------|------|---------|------|---------|
| \$10 | \$5.20 | \$32 | \$16.64 | \$56 | \$29.12 |
| 12 | 6.24 | 34 | 17.68 | 58 | 30.16 |
| 14 | 7.28 | 36 | 18.72 | 60 | 31.20 |
| 16 | 8.32 | 38 | 19.76 | 62 | 32.24 |
| 18 | 9.36 | 40 | 20.80 | 64 | 33.28 |
| 20 | 10.40 | 42 | 21.84 | 66 | 34.32 |
| 22 | 11.44 | 44 | 22.88 | 68 | 35.36 |
| 23 | 11.96 | 46 | 23.92 | 70 | 36.40 |
| 24 | 12.48 | 48 | 24.96 | 71 | 36.92 |
| 26 | 13.52 | 50 | 26.00 | 72 | 37.44 |
| 28 | 14.56 | 52 | 27.04 | 74 | 38.48 |
| 30 | 15.60 | 54 | 28.08 | 76+ | 39.52 |

Early Retirement:
Eligibility

Age 55 and 15 years of Benefit Service but less than 25 years of benefit Service

Amount

Normal Retirement benefit actuarially reduced to allow for it's early commencement

Schedule MB (2019), Line 6 –
Summary of Plan Provisions

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

| | |
|--|---|
| 25 Year Retirement Eligibility | 25 years of Benefit Service |
| Amount | Normal Retirement benefit accrued prior to 1/1/2009 without reduction |
| Disability Eligibility | Receiving disability benefits under the Social Security Act |
| Amount | Normal Retirement benefit actuarially reduced except that if payment commences prior to the participant's attainment of age 55, the amount otherwise payable at age 55 will be further reduced actuarially based on the UP-84 mortality table and 6% interest |
| Normal & Optional Forms | <p>The Normal Form of benefit for an unmarried participant is a life annuity. For a married participant it is a qualified joint and 50% survivor annuity actuarially equivalent to the life annuity.</p> <p>Optional forms include:</p> <ul style="list-style-type: none">➤ Qualified Joint and 50% Survivor annuity➤ Qualified Joint and 75% Survivor annuity |
| Spouse's Benefits Before Retirement | The minimum death benefit required by the Retirement Equity Act is payable upon the death of an active vested or terminated vested participant prior to commencement of benefits. |
| After Retirement | The normal form of retirement benefit is a straight life annuity for unmarried retirees and an actuarially equivalent qualified joint and 50% survivor annuity for married retirees. Prior to commencement of benefits, death benefits are provided in accordance with section a. above. |
| Suspension of Benefits | A member's benefit is suspended while working over the hour threshold while in Disqualifying Employment. |
| Hours Threshold | <ul style="list-style-type: none">➤ Under Normal Retirement Age: 40 hours➤ Over Normal Retirement Age: 40 hours |
| Disqualifying Employment | <p>Any employment meeting the following criteria:</p> <ul style="list-style-type: none">➤ The same industry covered by the plan at the effective date of the Employee's pension;➤ The same professional trade or craft in which the effected Employee worked at any time that was classed as Benefit Service for him. |

Schedule MB (2019), Line 6 –
Summary of Plan Provisions

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

Recalculation of
Benefit

Upon second retirement, a member's benefit will be recalculated based on all years of Benefit Service, both before and after the period of retirement and on the benefit schedule and rate of Employer contribution upon which his earlier retirement benefit was based.

If the participant earned three or more years of Benefit Service after his or her return to employment, the recalculation shall also reflect the benefit schedule in effect at the time of his or her later retirement and the rate of Employer contribution during the last 36 full months of contributions received by the Fund on his or her behalf prior to his or her later retirement.

If such recalculation is required, the resultant benefit shall be reduced to reflect the actuarial value of any payments made to the pensioner prior to his or her attainment of age 65 unless such payments were made to him or her as a pensioner under the Twenty-Five Year Retirement.

Attachment to 2019 Form 5500
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Plan Name: Local 138 Pension Trust Fund
 Plan Sponsor's Name: Board of Trustees of Local 138 Pension Trust Fund

EIN: 11-6170655
 PN: 001

| (a) | (b) Identify of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|-----|---|---|----------------------|----------------------|
| | Invesco AIM | Treasury Portfolio Institutional Class MMKT Fund | \$ 8,749,642 | \$ 8,749,642 |
| | Vanguard | Short Term Treasury Fund Admiral | \$ 4,281,518 | \$ 4,304,843 |
| | Vanguard | Short Term Federal Fund Admiral | \$ 4,264,129 | \$ 4,303,150 |
| | | | \$ 17,295,289 | \$ 17,357,635 |

Schedule MB (2019), Line 4a –
Illustration Supporting Actuarial Certification of Status

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

PPA Zone Certification
as of
January 1, 2019

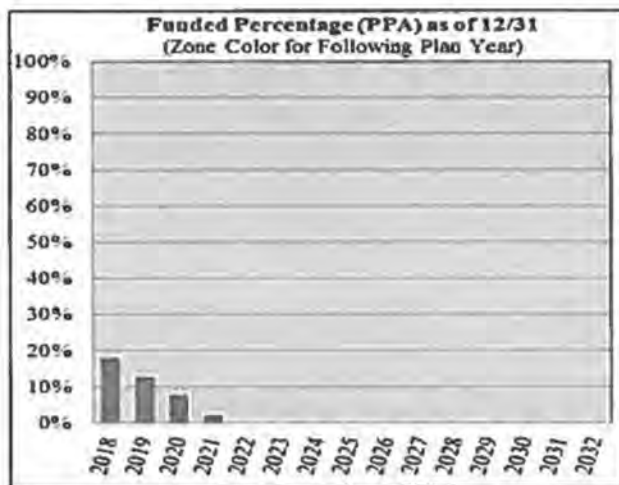
Initial Critical Zone Certification: January 1, 2008
Adoption Period: 3/30/2008 – 12/31/2010
Rehabilitation Period: 1/1/2011 – 12/31/2020
Initial Critical and Declining Zone Certification: January 1, 2015

Based on the following actuarial measures, the Plan is classified as “Critical and Declining Status” (a Red Zone category) as per the Multiemployer Pension Reform Act of 2014 (MEPRA).

- The Plan meets the criteria for Critical Status, and
- The Plan is projected to become insolvent in the current or next 19 years and
- The Plan's ratio of inactive to active participants is in excess of 2 to 1.

After considering and rejecting as unfeasible various scenarios intended to meet the benchmarks of the Pension Protection Act, the Trustees selected a Rehabilitation Plan intended to comply with the provisions of IRC §432(e)(3)(A)(ii). The Plan has taken reasonable measures to improve its funding status.

Based upon the provisions of IRC §432(e)(3)(A)(ii), the Plan is making required progress in its Rehabilitation Plan.



This certification was prepared on behalf of the Teamsters Local 138 Pension Trust Fund based on employee data, asset statements and plan documents provided by the Plan Sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

Therefore, to the best of our knowledge and belief, the information presented in this certification is complete and accurate, and each assumption used represents our best estimate of anticipated experience under the Plan.

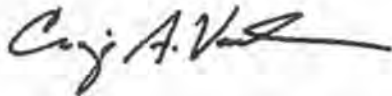
Schedule MB (2019), Line 4a –
Illustration Supporting Actuarial Certification of Status

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

The assumptions used are those used in the December 31, 2017 actuarial valuation including a 6.75% interest rate assumption.

Certified by:

On Behalf of Plan Sponsor:



Craig A. Voelker, FSA, MAAA, EA
Enrolled Actuary No.: 20-05537
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

Board of Trustees
Teamsters Local 138 Pension Trust Fund
2151 Marion Place
Baldwin, NY 11510
Phone (516) 377-7700

March 31, 2019

cc: Secretary of the Treasury- EPCU@irs.gov

Schedule MB (2019), Lines 9c and 9h -
Schedule of Funding Standard Account Bases

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

Schedule of Funding Standard Account Bases
Amortization Charges as of January 1, 2019

| Date Established <u>January 1:</u> | <u>Base Type</u> | Outstanding <u>Balance</u> | Years <u>Remaining</u> | Amortization <u>Amount</u> |
|--|------------------------|-------------------------------|---------------------------|-------------------------------|
| 1989 | Plan Amendment | \$ 879,730 | 5 | \$ 190,011 |
| 1990 | Plan Amendment | 973,224 | 5 | 210,204 |
| 1991 | Plan Amendment | 1,330,049 | 5 | 287,274 |
| 1992 | Plan Amendment | 459,521 | 5 | 99,251 |
| 1993 | Plan Amendment | 246,255 | 5 | 53,188 |
| 1995 | Plan Amendment | 81,135 | 6 | 14,882 |
| 1996 | Plan Amendment | 322,945 | 7 | 51,736 |
| 1997 | Assumption Change | 1,313,090 | 8 | 187,529 |
| 1998 | Plan Amendment | 1,093,449 | 9 | 141,405 |
| 1999 | Plan Amendment | 973,272 | 10 | 115,380 |
| 2000 | Plan Amendment | 1,808,659 | 11 | 198,516 |
| 2001 | Assumption Change | 1,614,821 | 12 | 165,445 |
| 2001 | Plan Amendment | 909,119 | 12 | 93,143 |
| 2003 | Plan Amendment | 618,262 | 14 | 56,279 |
| 2003 | Experience Loss | 1,358,320 | 4 | 359,811 |
| 2004 | Experience Loss | 1,912,530 | 5 | 413,083 |
| 2005 | Experience Loss | 1,205,228 | 5 | 260,314 |
| 2006 | Experience Loss | 894,008 | 5 | 193,095 |
| 2007 | Experience Loss | 259,398 | 5 | 56,027 |
| 2009 | Experience Loss - ENIL | 4,334,885 | 5 | 936,281 |
| 2009 | Exp Loss - Non ENIL | 359,942 | 5 | 77,743 |
| 2010 | Assumption Change | 3,326,494 | 6 | 610,162 |
| 2010 | Experience Loss | 920,513 | 6 | 168,845 |
| 2011 | Experience Loss | 470,670 | 7 | 75,402 |
| 2012 | Experience Loss | 1,223,413 | 8 | 174,722 |
| 2012 | Assumption Change | 183,530 | 8 | 26,211 |
| 2013 | Experience Loss | 1,000,603 | 9 | 129,398 |
| 2015 | Assumption Change | 6,863,806 | 11 | 753,362 |
| 2016 | Assumption Change | 795,910 | 12 | 81,544 |
| 2019 | Assumption Change | <u>\$ 29,942,366</u> | 15 | <u>\$ 2,589,471</u> |
| Total Charges | | \$ 67,675,147 | | \$ 8,769,714 |

Schedule MB (2019), Lines 9c and 9h -
Schedule of Funding Standard Account Bases

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

Amortization Credits as of January 1, 2019

| Date Established <u>January 1:</u> | <u>Base Type</u> | <u>Outstanding Balance</u> | <u>Years Remaining</u> | <u>Amortization Amount</u> |
|--|-------------------|--------------------------------|----------------------------|--------------------------------|
| 1996 | Assumption Change | \$ (1,962,578) | 7 | \$ (314,408) |
| 1998 | Assumption Change | (734,222) | 9 | (94,950) |
| 2000 | Assumption Change | (1,446,174) | 11 | (158,730) |
| 2004 | Assumption Change | (3,572,696) | 15 | (308,973) |
| 2007 | Assumption Change | (1,408,725) | 18 | (107,000) |
| 2008 | Experience Gain | (167,111) | 4 | (44,267) |
| 2014 | Experience Gain | (323,295) | 10 | (38,326) |
| 2015 | Experience Gain | (599,746) | 11 | (65,827) |
| 2016 | Experience Gain | (353,734) | 12 | (36,241) |
| 2017 | Experience Gain | (1,027,202) | 13 | (98,911) |
| 2017 | Assumption Change | (1,041,138) | 13 | (100,253) |
| 2018 | Experience Gain | (990,865) | 14 | (90,196) |
| 2019 | Experience Gain | <u>\$ (146,957)</u> | 15 | <u>\$ (12,709)</u> |
| Total Credits | | \$ (13,774,443) | | \$ (1,470,791) |
| Net Charges/(Credits) | | \$ 53,900,704 | | \$ 7,298,923 |

Equation of Balance

| | |
|---|---------------------|
| A. Net Outstanding Balance of Bases | \$ 53,900,704 |
| B. Credit Balance | <u>(45,040,331)</u> |
| C. Unfunded Actuarial Accrued Liability (A-B) | \$ 98,941,035 |

Schedule MB (2019), Lines 11
Justification for Change in Actuarial Assumptions

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

The Funding Deficiency from the 2018 Schedule MB has been restated for the beginning of the Plan Year as shown on line 9a of the 2019 Schedule MB as a result of a recalculation of interest applied to both Plan charges and credits.

The following charts show the difference in the calculation of the December 31, 2018 funding deficiency:

Initial December 31, 2018 Funding Deficiency established before decrease contribution payments.

| | |
|--|--------------------|
| A. Prior Year Funding Deficiency | \$37,259,149 |
| B. Normal Cost | \$756,691 |
| C. Amortization Charges | \$7,727,298 |
| D. Interest on Charges | <u>\$1,143,578</u> |
| E. Total Charges (A + B + C + D) | \$46,886,716 |
| F. Prior Year Credit Balance | \$0 |
| G. Employer Contributions | 1,473,220 |
| H. Amortization Credits | 2,128,533 |
| I. Interest on Credits and Contributions | <u>70,019</u> |
| J. Total Credits (B + C + D + E) | \$3,671,772 |
| K. Funding Deficiency (J- E) | \$43,214,944 |

Revised December 31, 2018 Funding Deficiency established after decrease in contribution payments.

| | |
|--|--------------------|
| A. Prior Year Funding Deficiency | \$37,259,149 |
| B. Normal Cost | \$756,691 |
| C. Amortization Charges | \$7,727,298 |
| D. Interest on Charges | <u>\$3,087,662</u> |
| E. Total Charges (A + B + C + D) | \$48,830,800 |
| F. Prior Year Credit Balance | \$0 |
| G. Employer Contributions | 1,473,220 |
| H. Amortization Credits | 2,128,533 |
| I. Interest on Credits and Contributions | <u>188,716</u> |
| J. Total Credits (B + C + D + E) | \$3,790,469 |
| K. Funding Deficiency (J- E) | \$45,040,331 |

**LOCAL 138 PENSION FUND
REHABILITATION PLAN**

Updated – November 2010

Local 138 Pension Fund Rehabilitation Plan

A. Background:

The Local 138 Pension Fund (the "Fund") has been determined by its actuary to be in Critical Status in 2011. As of January 1, 2011, the Fund is projected to have a funding deficiency within the next four years. These conditions place the Fund in Critical Status, as defined under Section 432(b)(2) of the Internal Revenue Code of 1986 (the "Code"). In response, and as required by law, the Trustees are publishing this update to the Fund's Rehabilitation Plan, which sets forth the benefit changes and contribution increases described below as required by the Pension Protection Act.

In 2008, benefits for service earned after 2008 were reduced. However, most of the Fund's liability is to pensioners, and current law prevents any reduction to benefits in pay status. Given the Fund's great financial needs, current economic conditions preclude the contribution increases necessary for the Fund to emerge from Critical Status. The Rehabilitation Plan, adopted at the end of 2008, took this into account and was designed to forestall insolvency for as long as possible. Despite that, collective bargaining has proved to be extremely difficult. Some employers have attempted to withdraw from the Fund by asserting that bargaining has reached impasse. The Fund has commenced a lawsuit against one employer who has attempted to withdraw from the Fund. Other employers have stated they will close their operations.

Given its precept of forestalling insolvency, no changes were made to the Rehabilitation Plan in 2009. However, in light of the very negative response to the Rehabilitation Plan, and its impact of driving employers out of the Fund, the Trustees have now decided to update and amend the Initial Rehabilitation Plan as set forth herein:

B. Partitioning:

In conjunction with this update, the Trustees have also elected to petition the Pension Benefit Guaranty Corporation to allow the Fund to be partitioned. If granted, the benefit liabilities associated with defunct employers will be subsidized by the Pension Benefit Guaranty Corporation. And depending on the amount of the liabilities partitioned, employers would not have to pay the contribution increases originally contemplated under the initial Rehabilitation Plan. Based on current projections, if 40% of the Fund's liability was partitioned, the Pension Fund would remain viable and not become insolvent if contributions were increased by 6% per year.

C. Updated Benefit and Contribution Schedules:

1. This Rehabilitation Plan is updated such that it will consist of two schedules of contribution increases and benefit changes: the "Preferred Schedule" and the "Default Schedule." These schedules are described at the end of this Rehabilitation Plan.

**Local 138 Pension Fund
Rehabilitation Plan**

2. One of these schedules must be adopted as part of acceptable future collective bargaining agreements ("CBAs") between the union and contributing employers. The Default Schedule is required by law to be included in the Rehabilitation Plan, and will be put into effect automatically if the bargaining parties do not agree on an acceptable schedule in a timely manner.
3. The Trustees may modify or supplement the schedules of benefit and contribution changes in the Rehabilitation Plan as necessary. The Trustees shall determine when a schedule has been adopted in a labor contract or in a similar agreement addressing contributions to the Fund.

D. General Provisions:

1. Annual Updates to the Rehabilitation Plan: To the extent necessary, the Rehabilitation Plan shall be updated annually. These annual updates shall reflect updated projections of assets, liabilities and funding standard account credit balances provided, as well as projections by the actuary taking into account changes in the Fund's provisions, demographics and finances.
2. Reliance on Rehabilitation Plan: Any updates to the required contributions are only applicable to CBAs that are executed after the schedule is updated. A CBA must incorporate the contribution increases required by the most recent version of the Rehabilitation Plan at the time it is executed. Subsequent changes to the schedule are only applicable to contracts that are executed after those changes are adopted. A CBA can rely on the version of the schedule in effect at the time of its execution for the term of the CBA.
3. Application for Automatic Extension of Amortization Periods: The Trustees have obtained from the Secretary of the Treasury an automatic extension of 5 years of the amortization periods for the Fund's amortization charge bases pursuant to Section 431(b)(2)(B) of the Code.
4. Rehabilitation Period: This Rehabilitation Plan takes into account all reasonable measures that can be taken to improve the financial health of the Fund. Despite that, under current conditions, (and absent any partition of the Fund) the Fund is not expected to ever emerge from Critical Status and is expected to become insolvent in 10 to 15 years.
5. Automatic Implementation of Default Schedule: If a CBA providing for contributions under the Fund expires, and after receiving the Rehabilitation Plan schedules, the bargaining parties fail to adopt contribution or benefit schedules with terms consistent with the Rehabilitation Plan, the Default Schedule will be implemented automatically on the date which is 180 days after the date on which the CBA expires.

Local 138 Pension Fund
Rehabilitation Plan

DEFAULT SCHEDULE

BENEFITS: Benefits shall be as provided for under the Fund except that the participants of employers shall continue to earn the early retirement subsidy permitting unreduced pension after 25 years of service for so long as the Default Schedule applies.

CONTRIBUTIONS: The contribution rate shall be the rate shown on the following chart based on the 2008 contribution rate:

| Employer's 2008 Contribution Rate | Employer's Default Contribution Rate |
|-----------------------------------|--------------------------------------|
| 10 | 59.70 |
| 12 | 71.64 |
| 14 | 83.58 |
| 16 | 95.52 |
| 18 | 107.46 |
| 20 | 119.40 |
| 22 | 131.34 |
| 23 | 137.31 |
| 24 | 143.28 |
| 26 | 155.22 |
| 28 | 167.16 |
| 30 | 179.10 |
| 32 | 191.04 |
| 34 | 202.98 |
| 36 | 214.92 |
| 38 | 226.86 |
| 40 | 238.80 |
| 42 | 250.74 |
| 44 | 262.68 |
| 46 | 274.62 |
| 48 | 286.56 |
| 50 | 298.50 |
| 52 | 310.44 |
| 54 | 322.38 |
| 56 | 334.32 |
| 58 | 346.26 |
| 60 | 358.20 |
| 62 | 370.14 |
| 64 | 382.08 |
| 66 | 394.02 |
| 68 | 405.96 |
| 70 | 417.90 |
| 71 | 423.87 |
| 72 | 429.84 |
| 74 | 441.78 |
| 76 | 453.72 |

Local 138 Pension Fund
Rehabilitation Plan

PREFERRED SCHEDULE

BENEFITS: Benefits shall be as provided for under the provisions of the Fund.

CONTRIBUTIONS: The contribution rate provided under any collective bargaining agreement ("CBA") must be equal to the employer's 2008 contribution rate, plus ten (10) percent.

Schedule MB (2019)

Statement by Enrolled Actuary

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

Employer Contributions (line 3)

The employer contributions shown in line 3 of the Schedule MB were contributed or accrued throughout the plan year for work performed during the plan year and were assumed to be paid at the end of the month.

Illustration Supporting Actuarial Certification of Status (line 4a)

Attached is a copy of the PPA Zone Certification along with a graph showing the plans funded percentage and a projection of the funding standard account.

Documentation Regarding Progress under Rehabilitation Plan (line 4c)

Attached is documentation regarding progress under the Rehabilitation Plan.

The Actuarial Assumptions and Methods (line 6)

Attached is a summary of the actuarial assumptions and methods used to perform the most recent valuation. The actuarial assumptions and methods used in this valuation differ from those used in the prior valuation in the following respects:

- Total Employment units were reduced from 10,700 to 10,000 to better reflect future Plan experience.
- Mortality scale was changed from MP-2016 to MP-2018 to better reflect future Plan experience.
- Net investment return was lowered from 6.75% to 4.00% to better reflect future Plan experience.

Summary of Plan Provisions (line 6)

Attached is a summary of the plan provisions valued. The plan provisions underlying this valuation do not differ from those underlying the prior valuation.

Amortization Bases (line 9)

Attached is a schedule of minimum funding amortization bases maintained pursuant to IRC Section 431.

Schedule of Projection of Expected benefit payments (line 8b(1))

Attached is a schedule of projection of expected benefit payments.

Schedule of Active Participant Data (line 8b(2))

Attached is a schedule of active participant data.

Explanation of Prior Year Funding Deficiency Discrepancy (line 9a)

Attached is the explanation of the change in the funding deficiency at the beginning of the Plan Year.

Justification for Change in Actuarial Assumptions (line 11)

Attached is a justification for the change in actuarial assumptions.

Actuary's Statement of Reliance

In completing this Schedule MB, the enrolled actuary has relied upon the correctness of the financial information presented in the pension fund audit and upon the accuracy and completeness of participant census data provided by the Plan administrator.

Schedule MB (2019), Line 4c –
Documentation Regarding Progress Under Rehabilitation Plan

Local 138 Pension Trust Fund
EIN: 11-6170655 PN: 001

The severe economic downturn of the past few years has created a tremendous funding burden related to the loss in asset value and reduction in employment (and future contributions). As a result, the plan sponsor determined that based on reasonable actuarial assumptions and upon exhaustion of all reasonable measures, the plan cannot reasonably be expected to emerge from critical status by the end of the rehabilitation period.

Therefore, after considering and rejecting as unfeasible various scenarios intended to meet the benchmarks of the Pension Protection Act, the Trustees selected a Rehabilitation Plan intended to comply with the provisions of IRC §432(e)(3)(A)(ii). The Plan has taken reasonable measures to improve its funding status. Therefore we have certified the Plan is meeting its scheduled progress.

Schedule MB (2019), Line 8b(1)
Schedule of Projection of Expected Benefit Payments

Local 138 Pension Plan
EIN: 11-6170655 PN: 001

| <u>Plan Year</u> | <u>Expected Annual Benefit Payments</u> |
|---------------------|---|
| Current Plan Year | \$7,073,675 |
| Current Plan Year+1 | 7,468,275 |
| Current Plan Year+2 | 7,617,641 |
| Current Plan Year+3 | 5,717,691 |
| Current Plan Year+4 | 5,682,121 |
| Current Plan Year+5 | 5,695,537 |
| Current Plan Year+6 | 5,678,070 |
| Current Plan Year+7 | 5,635,213 |
| Current Plan Year+8 | 5,591,270 |
| Current Plan Year+9 | 5,533,959 |

Local 138 Pension Fund

EIN: 13-6170655, Plan No. 001

Attachment to 2019 Form 5500

Schedule R, Part V, Line 13e - Information on Contribution Rates and Base Units

| Employer | EIN | Contribution Rate | Base Units | CBA Expires |
|-----------------|------------|--------------------------|-------------------|--------------------|
| Krasdale Food | 13-1715975 | \$83.60 | Weekly | 2/04/2022 |
| | | \$66.00 | Weekly | 2/04/2022 |
| | | \$30.80 | Weekly | 2/04/2022 |
| SLB Transport | 13-4146556 | \$83.60 | Weekly | 2/05/2022 |
| | | \$30.80 | Weekly | 2/05/2022 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Annual Return/Report of Employee Benefit Plan
 This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).
▶ Complete all entries in accordance with the instructions to the Form 5500.

Part I Annual Report Identification Information
 For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

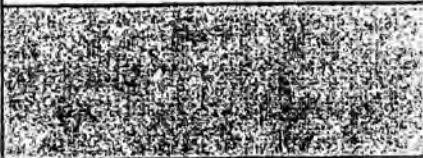
A This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instr.)

B This return/report is: a single-employer plan a DFE (specify) _____
 the first return/report the final return/report
 an amended return/report a short plan year return/report (less than 12 months)

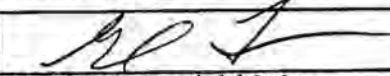
C If the plan is a collectively-bargained plan, check here

D Check box if filing under: Form 5558 automatic extension the DFVC program
 special extension (enter description)

Part II Basic Plan Information - enter all requested information

| | |
|---|---|
| 1a Name of plan LOCAL 138 PENSION TRUST FUND | 1b Three-digit plan number (PN) ▶ 001 |
| | 1c Effective date of plan 07/01/1959 |
| 2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (Include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) BOARD OF TRUSTEES OF LOCAL 138 PENSION TRUST FUND 2151 MARION PLACE BALDWIN NY 11510 | 2b Employer Identification Number (EIN) 11-6170655 |
| | 2c Plan Sponsor's telephone number (516) 377-7700 |
| | 2d Business code (see instructions) 484110 |
| |  |

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.
 Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|------------------|---|------------|--|
| SIGN HERE |  | 10/08/2020 | GERARD FASANO |
| | Signature of plan administrator | Date | Enter name of individual signing as plan administrator |
| SIGN HERE | | | |
| | Signature of employer/plan sponsor | Date | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE | | | |
| | Signature of DFE | Date | Enter name of individual signing as DFE |

| | |
|--|--|
| 3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor | 3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 30px; width: 100%;"></div> |
|--|--|

| | |
|--|-----------------------------------|
| 4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name | 4b EIN 4d PN |
|--|-----------------------------------|

| | | |
|--|--------------|-------|
| 5 Total number of participants at the beginning of the plan year | 5 | 1,752 |
| 6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1), 6a(2), 6b, 6c, and 6d). | | |
| a (1) Total number of active participants at the beginning of the plan year | 6a(1) | 200 |
| a (2) Total number of active participants at the end of the plan year | 6a(2) | 176 |
| b Retired or separated participants receiving benefits | 6b | 802 |
| c Other retired or separated participants entitled to future benefits | 6c | 508 |
| d Subtotal. Add lines 6a(2), 6b, and 6c | 6d | 1,486 |
| e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | 6e | 254 |
| f Total. Add lines 6d and 6e | 6f | 1,740 |
| g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | 6g | |
| h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested | 6h | |
| 7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | 7 | 8 |

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

| | |
|---|---|
| 9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor | 9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor |
|---|---|

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

| | |
|---|---|
| a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input checked="" type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information - Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules) |
|---|---|

**Local 138 Pension Fund
 5% Transaction Report**

**SINGLE TRANSACTION SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|-----------------------------------|-------------------------|---------------------|------------------------------|--------------------------|----------------------|--------------------------|
| [REDACTED] | Money Market | PURCHASE SECURITY | MFABAX 825252406 | AIM TREASURY PORTFOLIO | 03/27/2019 03/28/2019 | 1,950,704.72 1.00 | \$1,950,704.72 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | MFVGBC 922031851 | VANGUARD SHORT-TERM TREASURY | 04/10/2019 04/11/2019 | 317,030.65 10.51 | \$3,331,992.16 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | MFVGCM 922031844 | VANGUARD SHORT TERM FEDERAL | 04/10/2019 04/11/2019 | 313,770.79 10.62 | \$3,332,245.75 \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | MMLIRA 90262Y307 | LIQUID ASSETS GOVT FUND | 03/29/2019 03/29/2019 | 1,967,362.02 1.00 | \$1,967,362.02 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | MMLIRA 90262Y307 | LIQUID ASSETS GOVT FUND | 03/29/2019 03/29/2019 | 1,577,869.75 1.00 | \$1,577,869.75 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | MMLIRA 90262Y307 | LIQUID ASSETS GOVT FUND | 03/29/2019 03/29/2019 | 1,577,869.75 1.00 | \$1,577,869.75 \$0.00 |
| | Eaton Vance Fixed Income | SOLD SECURITY | MMLIRA 90262Y307 | LIQUID ASSETS GOVT FUND | 04/11/2019 04/11/2019 | 3,503,501.39 1.00 | \$3,503,501.39 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | MMLIRA 90262Y307 | LIQUID ASSETS GOVT FUND | 04/11/2019 04/11/2019 | 1,578,123.34 1.00 | \$1,578,123.34 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | MMLIRA 90262Y307 | LIQUID ASSETS GOVT FUND | 04/11/2019 04/11/2019 | 1,577,869.75 1.00 | \$1,577,869.75 \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|--------------|-------------------------|-----------------------------|-------------------------------|--------------------------|----------------------|--------------------------|
| | | | MFABAX 825252406 | AIM TREASURY PORTFOLIO | | | \$4,885,965.53 |
| | Money Market | SOLD SECURITY | | | 01/24/2019 01/25/2019 | 8,526.33 1.00 | \$8,526.33 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 01/31/2019 01/31/2019 | 18,224.62 1.00 | \$18,224.62 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 02/28/2019 02/28/2019 | 16,374.39 1.00 | \$16,374.39 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 03/27/2019 03/28/2019 | 1,950,704.72 1.00 | \$1,950,704.72 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 03/29/2019 03/29/2019 | 18,812.43 1.00 | \$18,812.43 \$0.00 |
| | Money Market | SOLD SECURITY | | | 04/23/2019 04/24/2019 | 297,505.24 1.00 | \$297,505.24 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 04/30/2019 04/30/2019 | 21,362.85 1.00 | \$21,362.85 \$0.00 |
| | Money Market | SOLD SECURITY | | | 05/23/2019 05/24/2019 | 399,903.82 1.00 | \$399,903.82 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 05/31/2019 05/31/2019 | 21,275.72 1.00 | \$21,275.72 \$0.00 |
| | Money Market | SOLD SECURITY | | | 06/24/2019 06/25/2019 | 282,499.77 1.00 | \$282,499.77 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 06/28/2019 06/28/2019 | 19,567.96 1.00 | \$19,567.96 \$0.00 |
| | Money Market | SOLD SECURITY | | | 07/24/2019 07/25/2019 | 570,000.00 1.00 | \$570,000.00 \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|--------------|-------------------------|--------------|----------------------|--------------------------|--------------------|------------------------|
| [REDACTED] | Money Market | SOLD SECURITY | | | 07/26/2019 07/29/2019 | 5,240.47 1.00 | \$5,240.47 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 07/31/2019 07/31/2019 | 19,164.36 1.00 | \$19,164.36 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 08/30/2019 08/30/2019 | 16,746.67 1.00 | \$16,746.67 \$0.00 |
| | Money Market | SOLD SECURITY | | | 09/23/2019 09/24/2019 | 307,500.00 1.00 | \$307,500.00 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 09/30/2019 09/30/2019 | 15,773.32 1.00 | \$15,773.32 \$0.00 |
| | Money Market | SOLD SECURITY | | | 10/23/2019 10/24/2019 | 287,500.00 1.00 | \$287,500.00 \$0.00 |
| | Money Market | SOLD SECURITY | | | 10/30/2019 10/31/2019 | 4,823.44 1.00 | \$4,823.44 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 10/31/2019 10/31/2019 | 13,820.67 1.00 | \$13,820.67 \$0.00 |
| | Money Market | SOLD SECURITY | | | 11/21/2019 11/22/2019 | 277,500.00 1.00 | \$277,500.00 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 11/29/2019 11/29/2019 | 11,629.57 1.00 | \$11,629.57 \$0.00 |
| | Money Market | SOLD SECURITY | | | 12/18/2019 12/19/2019 | 290,100.00 1.00 | \$290,100.00 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 12/27/2019 12/27/2019 | 99.04 1.00 | \$99.04 \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|-----------------------------------|-------------------------|-----------------------------|-------------------------------------|------------------------|----------------|-----------------------|
| | Money Market | PURCHASE SECURITY | | | 12/31/2019 | 11,310.14 | \$11,310.14 |
| | | | | | 12/31/2019 | 1.00 | \$0.00 |
| | | | MFVGBC 922031851 | VANGUARD SHORT-TERM TREASURY | | | \$4,833,979.54 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 01/25/2019 | 16,522.99 | \$172,500.00 |
| | | | | | 01/28/2019 | 10.44 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 01/31/2019 | 443.72 | \$4,650.16 |
| | | | | | 01/31/2019 | 10.48 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 02/28/2019 | 365.24 | \$3,820.40 |
| | | | | | 02/28/2019 | 10.46 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 03/29/2019 | 423.19 | \$4,451.95 |
| | | | | | 03/29/2019 | 10.52 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 04/10/2019 | 317,030.65 | \$3,331,992.16 |
| | | | | | 04/11/2019 | 10.51 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 04/11/2019 | 32.08 | \$336.84 |
| | | | | | 04/12/2019 | 10.50 | \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 04/23/2019 | 13,822.69 | \$145,000.00 |
| | | | | | 04/24/2019 | 10.49 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 04/30/2019 | 1,056.66 | \$11,105.50 |
| | | | | | 04/30/2019 | 10.51 | \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 05/23/2019 | 8,246.59 | \$86,836.65 |
| | | | | | 05/24/2019 | 10.53 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 05/31/2019 | 1,558.42 | \$16,472.54 |
| | | | | | 05/31/2019 | 10.57 | \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 06/24/2019 | 13,325.13 | \$141,246.33 |
| | | | | | 06/25/2019 | 10.60 | \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|-----------------------------------|-------------------------|--------------|----------------------|--------------------------|--------------------|------------------------|
| [REDACTED] | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 06/28/2019 06/28/2019 | 1,452.92 10.59 | \$15,386.45 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 07/30/2019 07/31/2019 | 243.09 10.57 | \$2,569.47 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 07/31/2019 07/31/2019 | 968.10 10.56 | \$10,223.18 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 08/27/2019 08/28/2019 | 25,845.87 10.64 | \$275,000.00 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 08/30/2019 08/30/2019 | 835.72 10.64 | \$8,892.03 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 09/30/2019 09/30/2019 | 776.00 10.60 | \$8,225.64 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 10/23/2019 10/24/2019 | 27,122.64 10.60 | \$287,500.00 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 10/30/2019 10/31/2019 | 231.34 10.59 | \$2,449.89 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 10/31/2019 10/31/2019 | 759.69 10.61 | \$8,060.34 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 11/21/2019 11/22/2019 | 13,101.98 10.59 | \$138,750.00 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 11/29/2019 11/29/2019 | 650.32 10.59 | \$6,886.90 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 12/18/2019 12/19/2019 | 13,705.10 10.58 | \$145,000.00 \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|----------------------------------|-----------------------------------|-------------------------|------------------|------------------------------------|------------------------|----------------|-----------------------|
| [REDACTED] | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 12/31/2019 | 625.41 | \$6,623.11 |
| | | | | | 12/31/2019 | 10.59 | \$0.00 |
| | | | MFV GCM | VANGUARD SHORT TERM FEDERAL | | | \$4,852,630.80 |
| | | | 922031844 | | | | \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 01/25/2019 | 16,366.22 | \$172,500.00 |
| | | | | | 01/28/2019 | 10.54 | \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 01/31/2019 | 418.89 | \$4,427.64 |
| | | | | | 01/31/2019 | 10.57 | \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 02/28/2019 | 350.75 | \$3,703.91 |
| | | | | | 02/28/2019 | 10.56 | \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 03/29/2019 | 396.13 | \$4,210.90 |
| | | | | | 03/29/2019 | 10.63 | \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 04/10/2019 | 313,770.79 | \$3,332,245.75 |
| | | | | | 04/11/2019 | 10.62 | \$0.00 |
| Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 04/11/2019 | 31.33 | \$332.43 | |
| | | | | 04/12/2019 | 10.61 | \$0.00 | |
| Vanguard Short Term Federal Fund | SOLD SECURITY | | | 04/23/2019 | 13,679.25 | \$145,000.00 | |
| | | | | 04/24/2019 | 10.60 | \$0.00 | |
| Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 04/30/2019 | 952.03 | \$10,110.55 | |
| | | | | 04/30/2019 | 10.62 | \$0.00 | |
| Vanguard Short Term Federal Fund | SOLD SECURITY | | | 05/23/2019 | 8,349.96 | \$88,843.58 | |
| | | | | 05/24/2019 | 10.64 | \$0.00 | |
| Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 05/31/2019 | 1,311.65 | \$14,008.41 | |
| | | | | 05/31/2019 | 10.68 | \$0.00 | |
| Vanguard Short Term Federal Fund | SOLD SECURITY | | | 06/24/2019 | 13,175.93 | \$141,245.92 | |
| | | | | 06/25/2019 | 10.72 | \$0.00 | |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|----------------------------------|-------------------------|--------------|----------------------|--------------------------|--------------------|------------------------|
| [REDACTED] | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 06/28/2019 06/28/2019 | 1,247.99 10.71 | \$13,365.96 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 07/30/2019 07/31/2019 | 240.82 10.69 | \$2,574.33 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 07/31/2019 07/31/2019 | 918.12 10.69 | \$9,814.67 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 08/27/2019 08/28/2019 | 25,510.20 10.78 | \$275,000.00 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 08/30/2019 08/30/2019 | 863.10 10.78 | \$9,304.18 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 09/23/2019 09/24/2019 | 28,657.97 10.73 | \$307,500.00 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 09/30/2019 09/30/2019 | 781.11 10.74 | \$8,389.11 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 10/30/2019 10/31/2019 | 214.67 10.73 | \$2,303.37 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 10/31/2019 10/31/2019 | 800.70 10.75 | \$8,607.54 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 11/21/2019 11/22/2019 | 12,931.03 10.73 | \$138,750.00 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 11/29/2019 11/29/2019 | 705.75 10.73 | \$7,572.71 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 12/18/2019 12/19/2019 | 13,538.75 10.71 | \$145,000.00 \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|----------------------------------|-------------------------|-----------------------------|--------------------------------|------------------------|----------------|------------------------|
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 12/31/2019 | 728.78 | \$7,819.84 |
| | | | | | 12/31/2019 | 10.73 | \$0.00 |
| | | | MMLIRA 90262Y307 | LIQUID ASSETS GOVT FUND | | | \$21,276,367.53 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 01/02/2019 | 65,406.25 | \$65,406.25 |
| | | | | | 01/02/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 01/03/2019 | 1,250.00 | \$1,250.00 |
| | | | | | 01/03/2019 | 1.00 | \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 01/10/2019 | 100.00 | \$100.00 |
| | | | | | 01/10/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | SOLD SECURITY | | | 01/16/2019 | 66,010.06 | \$66,010.06 |
| | | | | | 01/16/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 01/22/2019 | 1,087.50 | \$1,087.50 |
| | | | | | 01/22/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 01/23/2019 | 1,400.00 | \$1,400.00 |
| | | | | | 01/23/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 01/24/2019 | 301,644.21 | \$301,644.21 |
| | | | | | 01/24/2019 | 1.00 | \$0.00 |
| | Money Market | SOLD SECURITY | | | 01/25/2019 | 100.00 | \$100.00 |
| | | | | | 01/25/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | SOLD SECURITY | | | 01/25/2019 | 3,724.04 | \$3,724.04 |
| | | | | | 01/25/2019 | 1.00 | \$0.00 |
| | Blackrock TIPS | SOLD SECURITY | | | 01/25/2019 | 8.67 | \$8.67 |
| | | | | | 01/25/2019 | 1.00 | \$0.00 |
| | Fidelity TIPS | SOLD SECURITY | | | 01/25/2019 | 8.67 | \$8.67 |
| | | | | | 01/25/2019 | 1.00 | \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|--------------------------|----------------------------------|-------------------------|--------------|----------------------|------------------------|----------------|------------------|
| [REDACTED] | Vanguard Growth Index | SOLD SECURITY | | | 01/25/2019 | 9.58 | \$9.58 |
| | | | | | 01/25/2019 | 1.00 | \$0.00 |
| | Vanguard 500 Index | SOLD SECURITY | | | 01/25/2019 | 10.21 | \$10.21 |
| | | | | | 01/25/2019 | 1.00 | \$0.00 |
| | Vanguard Developed Markets Index | SOLD SECURITY | | | 01/25/2019 | 18.93 | \$18.93 |
| | | | | | 01/25/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 01/28/2019 | 33.37 | \$33.37 |
| | | | | | 01/28/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | SOLD SECURITY | | | 01/29/2019 | 300,000.00 | \$300,000.00 |
| | | | | | 01/29/2019 | 1.00 | \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 01/31/2019 | 0.13 | \$0.13 |
| | | | | | 01/31/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 01/31/2019 | 205.53 | \$205.53 |
| | | | | | 01/31/2019 | 1.00 | \$0.00 |
| Eaton Vance Fixed Income | PURCHASE SECURITY | | | 02/01/2019 | 50,312.50 | \$50,312.50 | |
| | | | | 02/01/2019 | 1.00 | \$0.00 | |
| Eaton Vance Fixed Income | PURCHASE SECURITY | | | 02/04/2019 | 1,562.50 | \$1,562.50 | |
| | | | | 02/04/2019 | 1.00 | \$0.00 | |
| Eaton Vance Fixed Income | PURCHASE SECURITY | | | 02/19/2019 | 637.50 | \$637.50 | |
| | | | | 02/19/2019 | 1.00 | \$0.00 | |
| GWK | PURCHASE SECURITY | | | 02/25/2019 | 14,082.30 | \$14,082.30 | |
| | | | | 02/25/2019 | 1.00 | \$0.00 | |
| Kayne Anderson | PURCHASE SECURITY | | | 02/25/2019 | 19,999.43 | \$19,999.43 | |
| | | | | 02/25/2019 | 1.00 | \$0.00 | |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|--------------------------|--------------------------|-------------------------|--------------|----------------------|------------------------|----------------|------------------|
| [REDACTED] | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 02/26/2019 | 34.80 | \$34.80 |
| | | | | | 02/26/2019 | 1.00 | \$0.00 |
| | GWK | SOLD SECURITY | | | 02/26/2019 | 14,082.30 | \$14,082.30 |
| | | | | | 02/26/2019 | 1.00 | \$0.00 |
| | Kayne Anderson | SOLD SECURITY | | | 02/26/2019 | 19,999.43 | \$19,999.43 |
| | | | | | 02/26/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 02/28/2019 | 138.07 | \$138.07 |
| | | | | | 02/28/2019 | 1.00 | \$0.00 |
| | GWK | PURCHASE SECURITY | | | 02/28/2019 | 0.93 | \$0.93 |
| | | | | | 02/28/2019 | 1.00 | \$0.00 |
| | Kayne Anderson | PURCHASE SECURITY | | | 02/28/2019 | 1.31 | \$1.31 |
| | | | | | 02/28/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 03/01/2019 | 1,200.00 | \$1,200.00 |
| | | | | | 03/01/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 03/05/2019 | 735.38 | \$735.38 |
| | | | | 03/05/2019 | 1.00 | \$0.00 | |
| GWK | SOLD SECURITY | | | 03/06/2019 | 0.93 | \$0.93 | |
| | | | | 03/06/2019 | 1.00 | \$0.00 | |
| Eaton Vance Fixed Income | PURCHASE SECURITY | | | 03/18/2019 | 1,709.38 | \$1,709.38 | |
| | | | | 03/18/2019 | 1.00 | \$0.00 | |
| Eaton Vance Fixed Income | PURCHASE SECURITY | | | 03/26/2019 | 1,871.51 | \$1,871.51 | |
| | | | | 03/26/2019 | 1.00 | \$0.00 | |
| Blackrock TIPS | PURCHASE SECURITY | | | 03/27/2019 | 847,416.67 | \$847,416.67 | |
| | | | | 03/27/2019 | 1.00 | \$0.00 | |

**Local 138 Pension Fund
 5% Transaction Report**

SECURITY SECTION

BETWEEN 01/01/2019 AND 12/31/2019

TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|-----------------------------------|-------------------------|--------------|----------------------|--------------------------|----------------------|--------------------------|
| | Fidelity TIPS | PURCHASE SECURITY | | | 03/27/2019 03/27/2019 | 845,599.68 1.00 | \$845,599.68 \$0.00 |
| | Vanguard Growth Index | PURCHASE SECURITY | | | 03/27/2019 03/27/2019 | 778,006.71 1.00 | \$778,006.71 \$0.00 |
| | Vanguard 500 Index | PURCHASE SECURITY | | | 03/27/2019 03/27/2019 | 207,747.12 1.00 | \$207,747.12 \$0.00 |
| | Vanguard Developed Markets Index | PURCHASE SECURITY | | | 03/27/2019 03/27/2019 | 895,540.80 1.00 | \$895,540.80 \$0.00 |
| | Money Market | SOLD SECURITY | | | 03/28/2019 03/28/2019 | 0.13 1.00 | \$0.13 \$0.00 |
| | Blackrock TIPS | SOLD SECURITY | | | 03/28/2019 03/28/2019 | 847,416.67 1.00 | \$847,416.67 \$0.00 |
| | Vanguard 500 Index | SOLD SECURITY | | | 03/28/2019 03/28/2019 | 207,747.12 1.00 | \$207,747.12 \$0.00 |
| | Vanguard Developed Markets Index | SOLD SECURITY | | | 03/28/2019 03/28/2019 | 895,540.80 1.00 | \$895,540.80 \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 03/29/2019 03/29/2019 | 1,967,362.02 1.00 | \$1,967,362.02 \$0.00 |
| | Kayne Anderson | SOLD SECURITY | | | 03/29/2019 03/29/2019 | 1.31 1.00 | \$1.31 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 03/29/2019 03/29/2019 | 1,577,869.75 1.00 | \$1,577,869.75 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 03/29/2019 03/29/2019 | 1,577,869.75 1.00 | \$1,577,869.75 \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

SECURITY SECTION

BETWEEN 01/01/2019 AND 12/31/2019

TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|----------------------------------|----------------------------------|-------------------------|--------------|----------------------|------------------------|----------------|------------------|
| [REDACTED] | Blackrock TIPS | PURCHASE SECURITY | | | 03/29/2019 | 1,385.41 | \$1,385.41 |
| | | | | | 03/29/2019 | 1.00 | \$0.00 |
| | Fidelity TIPS | PURCHASE SECURITY | | | 03/29/2019 | 111.71 | \$111.71 |
| | | | | | 03/29/2019 | 1.00 | \$0.00 |
| | Fidelity TIPS | SOLD SECURITY | | | 03/29/2019 | 845,346.09 | \$845,346.09 |
| | | | | | 03/29/2019 | 1.00 | \$0.00 |
| | Vanguard Growth Index | PURCHASE SECURITY | | | 03/29/2019 | 102.74 | \$102.74 |
| | | | | | 03/29/2019 | 1.00 | \$0.00 |
| | Vanguard Growth Index | SOLD SECURITY | | | 03/29/2019 | 778,006.71 | \$778,006.71 |
| | | | | | 03/29/2019 | 1.00 | \$0.00 |
| | Vanguard 500 Index | PURCHASE SECURITY | | | 03/29/2019 | 13.69 | \$13.69 |
| | | | | | 03/29/2019 | 1.00 | \$0.00 |
| | Vanguard Developed Markets Index | PURCHASE SECURITY | | | 03/29/2019 | 59.00 | \$59.00 |
| | | | | | 03/29/2019 | 1.00 | \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 04/01/2019 | 2,178.96 | \$2,178.96 |
| | | | | 04/01/2019 | 1.00 | \$0.00 | |
| Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 04/01/2019 | 253.59 | \$253.59 | |
| | | | | 04/01/2019 | 1.00 | \$0.00 | |
| Blackrock TIPS | SOLD SECURITY | | | 04/01/2019 | 1,329.31 | \$1,329.31 | |
| | | | | 04/01/2019 | 1.00 | \$0.00 | |
| Fidelity TIPS | SOLD SECURITY | | | 04/01/2019 | 253.59 | \$253.59 | |
| | | | | 04/01/2019 | 1.00 | \$0.00 | |
| Money Market | PURCHASE SECURITY | | | 04/02/2019 | 505.81 | \$505.81 | |
| | | | | 04/02/2019 | 1.00 | \$0.00 | |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|-----------------------------------|-------------------------|--------------|----------------------|--------------------------|----------------------|--------------------------|
| | Blackrock TIPS | SOLD SECURITY | | | 04/02/2019 04/02/2019 | 56.10 1.00 | \$56.10 \$0.00 |
| | Vanguard 500 Index | SOLD SECURITY | | | 04/02/2019 04/02/2019 | 13.69 1.00 | \$13.69 \$0.00 |
| | Vanguard Developed Markets Index | SOLD SECURITY | | | 04/02/2019 04/02/2019 | 59.00 1.00 | \$59.00 \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 04/04/2019 04/04/2019 | 1,128,478.38 1.00 | \$1,128,478.38 \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 04/05/2019 04/05/2019 | 325,472.01 1.00 | \$325,472.01 \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 04/10/2019 04/10/2019 | 906.25 1.00 | \$906.25 \$0.00 |
| | Eaton Vance Fixed Income | SOLD SECURITY | | | 04/11/2019 04/11/2019 | 3,503,501.39 1.00 | \$3,503,501.39 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 04/11/2019 04/11/2019 | 1,578,123.34 1.00 | \$1,578,123.34 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 04/11/2019 04/11/2019 | 1,577,869.75 1.00 | \$1,577,869.75 \$0.00 |
| | Money Market | SOLD SECURITY | | | 04/12/2019 04/12/2019 | 906.25 1.00 | \$906.25 \$0.00 |
| | Fidelity TIPS | SOLD SECURITY | | | 04/12/2019 04/12/2019 | 111.71 1.00 | \$111.71 \$0.00 |
| | Vanguard Growth Index | SOLD SECURITY | | | 04/12/2019 04/12/2019 | 102.74 1.00 | \$102.74 \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

SECURITY SECTION

BETWEEN 01/01/2019 AND 12/31/2019

TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|------------|-----------------------------------|-------------------------|--------------|----------------------|---------------------------|-------------------|----------------------|
| [REDACTED] | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 04/15/2019 04/15/2019 | 112.29 1.00 | \$112.29 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 04/15/2019 04/15/2019 | 112.29 1.00 | \$112.29 \$0.00 |
| | Money Market | SOLD SECURITY | | | 04/24/2019 04/24/2019 | 1,778.52 1.00 | \$1,778.52 \$0.00 |
| | Vanguard Short Term Federal Fund | SOLD SECURITY | | | 04/24/2019 04/24/2019 | 112.29 1.00 | \$112.29 \$0.00 |
| | Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 04/24/2019 04/24/2019 | 112.29 1.00 | \$112.29 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 04/25/2019 04/25/2019 | 403.85 1.00 | \$403.85 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 04/25/2019 04/25/2019 | 112.29 1.00 | \$112.29 \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 04/25/2019 04/25/2019 | 112.29 1.00 | \$112.29 \$0.00 |
| | Money Market | SOLD SECURITY | | | 04/29/2019 04/29/2019 | 311.15 1.00 | \$311.15 \$0.00 |
| | Money Market | PURCHASE SECURITY | | | 04/30/2019 04/30/2019 | 3.48 1.00 | \$3.48 \$0.00 |
| | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 04/30/2019 04/30/2019 | 2,007.09 1.00 | \$2,007.09 \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 04/30/2019 04/30/2019 | 1,044.03 1.00 | \$1,044.03 \$0.00 |

**Local 138 Pension Fund
 5% Transaction Report**

**SECURITY SECTION
 BETWEEN 01/01/2019 AND 12/31/2019
 TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84**

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|-----------------------------------|-----------------------------------|-------------------------|--------------|----------------------|------------------------|----------------|------------------|
| [REDACTED] | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 04/30/2019 | 1,043.87 | \$1,043.87 |
| | | | | | 04/30/2019 | 1.00 | \$0.00 |
| | Fidelity TIPS | PURCHASE SECURITY | | | 04/30/2019 | 0.10 | \$0.10 |
| | | | | | 04/30/2019 | 1.00 | \$0.00 |
| | Vanguard Growth Index | PURCHASE SECURITY | | | 04/30/2019 | 0.10 | \$0.10 |
| | | | | | 04/30/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | SOLD SECURITY | | | 05/16/2019 | 2,007.09 | \$2,007.09 |
| | | | | | 05/16/2019 | 1.00 | \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 05/16/2019 | 0.10 | \$0.10 |
| | | | | | 05/16/2019 | 1.00 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 05/16/2019 | 2,007.19 | \$2,007.19 |
| | | | | | 05/16/2019 | 1.00 | \$0.00 |
| | Fidelity TIPS | SOLD SECURITY | | | 05/16/2019 | 0.10 | \$0.10 |
| | | | | | 05/16/2019 | 1.00 | \$0.00 |
| | Vanguard Growth Index | SOLD SECURITY | | | 05/16/2019 | 0.10 | \$0.10 |
| | | | | 05/16/2019 | 1.00 | \$0.00 | |
| Money Market | SOLD SECURITY | | | 05/28/2019 | 96.18 | \$96.18 | |
| | | | | 05/28/2019 | 1.00 | \$0.00 | |
| Vanguard Short Term Federal Fund | SOLD SECURITY | | | 05/28/2019 | 1,156.42 | \$1,156.42 | |
| | | | | 05/28/2019 | 1.00 | \$0.00 | |
| Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 05/28/2019 | 3,163.35 | \$3,163.35 | |
| | | | | 05/28/2019 | 1.00 | \$0.00 | |
| Money Market | PURCHASE SECURITY | | | 05/31/2019 | 0.23 | \$0.23 | |
| | | | | 05/31/2019 | 1.00 | \$0.00 | |

**Local 138 Pension Fund
 5% Transaction Report**

SECURITY SECTION

BETWEEN 01/01/2019 AND 12/31/2019

TOTAL PLAN ASSETS AS OF 12/31/2018: \$23,249,995.84

| Account Id | Account Name | Transaction Description | Ticker Cusip | Security Description | Trade Date Settle Date | Quantity Price | Principal Income |
|-----------------------------------|-----------------------------------|-------------------------|--------------|----------------------|------------------------|----------------|------------------|
| [REDACTED] | Eaton Vance Fixed Income | PURCHASE SECURITY | | | 05/31/2019 | 1.97 | \$1.97 |
| | | | | | 05/31/2019 | 1.00 | \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 05/31/2019 | 2.11 | \$2.11 |
| | | | | | 05/31/2019 | 1.00 | \$0.00 |
| | Vanguard Short Term Treasury Fund | PURCHASE SECURITY | | | 05/31/2019 | 3.67 | \$3.67 |
| | | | | | 05/31/2019 | 1.00 | \$0.00 |
| | Eaton Vance Fixed Income | SOLD SECURITY | | | 06/07/2019 | 1.97 | \$1.97 |
| | | | | | 06/07/2019 | 1.00 | \$0.00 |
| | Vanguard Short Term Federal Fund | PURCHASE SECURITY | | | 06/07/2019 | 1.97 | \$1.97 |
| | | | | | 06/07/2019 | 1.00 | \$0.00 |
| Money Market | SOLD SECURITY | | | 06/26/2019 | 0.23 | \$0.23 | |
| | | | | 06/26/2019 | 1.00 | \$0.00 | |
| Vanguard Short Term Federal Fund | SOLD SECURITY | | | 06/26/2019 | 4.08 | \$4.08 | |
| | | | | 06/26/2019 | 1.00 | \$0.00 | |
| Vanguard Short Term Treasury Fund | SOLD SECURITY | | | 06/26/2019 | 3.67 | \$3.67 | |
| | | | | 06/26/2019 | 1.00 | \$0.00 | |

**SCHEDULE MB
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

**Multiemployer Defined Benefit Plan and Certain
Money Purchase Plan Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2019

This Form is Open to Public Inspection

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

Round off amounts to nearest dollar.

Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

| | |
|---|---|
| A Name of plan Local 138 Pension Plan | B Three-digit plan number (PN) 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Board of Trustees of the Local 138 Pension Trust Fund | D Employer Identification Number (EIN) 11-6170655 |

E Type of plan: (1) Multiemployer Defined Benefit (2) Money Purchase (see instructions)

1a Enter the valuation date: Month 1 Day 1 Year 2019

b Assets

(1) Current value of assets 1b(1) 23,869,564
(2) Actuarial value of assets for funding standard account 1b(2) 25,007,097

c (1) Accrued liability for plan using immediate gain methods 1c(1) 123,948,132

(2) Information for plans using spread gain methods:

(a) Unfunded liability for methods with bases 1c(2)(a)

(b) Accrued liability under entry age normal method 1c(2)(b)

(c) Normal cost under entry age normal method 1c(2)(c)

(3) Accrued liability under unit credit cost method 1c(3) 123,948,132

d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions) 1d(1)

(2) "RPA '94" information:

(a) Current liability 1d(2)(a) 140,006,255

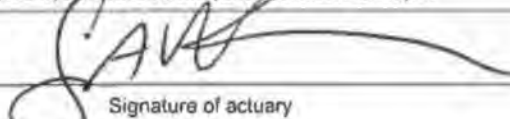
(b) Expected increase in current liability due to benefits accruing during the plan year 1d(2)(b) 506,890

(c) Expected release from "RPA '94" current liability for the plan year 1d(2)(c) 0

(3) Expected plan disbursements for the plan year 1d(3) 7,321,838

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE  Signature of actuary

9/28/2020
Date

Craig A. Voelker
Type or print name of actuary

20-05537
Most recent enrollment number

O'Sullivan Associates
Firm name

(856) 795-7777
Telephone number (including area code)

1236 Brace Road, Unit E
Cherry Hill NJ 08034
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

2 Operational information as of beginning of this plan year:

| | | |
|---|-----------------------------------|------------------------------|
| a Current value of assets (see instructions) | 2a | 23,869,564 |
| b "RPA '94" current liability/participant count breakdown: | | |
| | (1) Number of participants | (2) Current liability |
| (1) For retired participants and beneficiaries receiving payment | 1,073 | 88,770,785 |
| (2) For terminated vested participants | 500 | 28,377,477 |
| (3) For active participants: | | |
| (a) Non-vested benefits | | 53,093 |
| (b) Vested benefits | | 22,804,900 |
| (c) Total active | 200 | 22,857,993 |
| (4) Total | 1,773 | 140,006,255 |
| c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage | 2c | 17.05% |

3 Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees | (a) Date (MM-DD-YYYY) | (b) Amount paid by employer(s) | (c) Amount paid by employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 07/01/2019 | 476,383 | | | | |
| 07/01/2019 | 43,462 | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| Totals ▶ | | | 3(b) | 519,843 | 3(c) |

4 Information on plan status:

| | | |
|--|-----------|---|
| a Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3)) | 4a | 20.2% |
| b Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If entered code is "N," go to line 5 | 4b | D |
| c Is the plan making the scheduled progress under any applicable funding improvement or rehabilitation plan? | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| d If the plan is in critical status or critical and declining status, were any benefits reduced (see instructions)? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| e If line d is "Yes," enter the reduction in liability resulting from the reduction in benefits (see instructions), measured as of the valuation date | 4e | |
| f If the rehabilitation plan projects emergence from critical status or critical and declining status, enter the plan year in which it is projected to emerge. If the rehabilitation plan is based on forestalling possible insolvency, enter the plan year in which insolvency is expected and check here | 4f | 2022 |

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

- | | | | |
|--|--|--|---|
| a <input type="checkbox"/> Attained age normal | b <input type="checkbox"/> Entry age normal | c <input checked="" type="checkbox"/> Accrued benefit (unit credit) | d <input type="checkbox"/> Aggregate |
| e <input type="checkbox"/> Frozen initial liability | f <input type="checkbox"/> Individual level premium | g <input type="checkbox"/> Individual aggregate | h <input type="checkbox"/> Shortfall |
| i <input type="checkbox"/> Other (specify) _____ | | | |

| | | |
|--|-----------|---|
| j If box h is checked, enter period of use of shortfall method | 5j | |
| k Has a change been made in funding method for this plan year? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| l If line k is "Yes," was the change made pursuant to Revenue Procedure 2000-40 or other automatic approval? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| m If line k is "Yes," and line l is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method | 5m | |

6 Checklist of certain actuarial assumptions:

| | | | |
|---|--|--|---|
| a Interest rate for "RPA '94" current liability | 6a | 3.06 % | |
| b Rates specified in insurance or annuity contracts | Pre-retirement | | Post-retirement |
| | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A | <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A | |
| c Mortality table code for valuation purposes: | | | |
| (1) Males | 6c(1) | 13 | 13 |
| (2) Females | 6c(2) | 13 | 13 |
| d Valuation liability interest rate | 6d | 4.00 % | 4.00 % |
| e Expense loading | 6e | 122.4 % <input type="checkbox"/> N/A | % <input checked="" type="checkbox"/> N/A |
| f Salary scale | 6f | % <input checked="" type="checkbox"/> N/A | |
| g Estimated investment return on actuarial value of assets for year ending on the valuation date | 6g | | 3.7 % |
| h Estimated investment return on current value of assets for year ending on the valuation date | 6h | | 0.2 % |

7 New amortization bases established in the current plan year:

| (1) Type of base | (2) Initial balance | (3) Amortization Charge/Credit |
|------------------|---------------------|--------------------------------|
| 1 | -146,957 | -12,709 |
| 4 | 29,942,366 | 2,589,471 |

8 Miscellaneous information:

| | | |
|---|--------------|---|
| a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval | 8a | |
| b(1) Is the plan required to provide a projection of expected benefit payments? (See the instructions.) If "Yes," attach a schedule | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b(2) Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach a schedule | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| d If line c is "Yes," provide the following additional information: | | |
| (1) Was an extension granted automatic approval under section 431(d)(1) of the Code? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| (2) If line 8d(1) is "Yes," enter the number of years by which the amortization period was extended | 8d(2) | |
| (3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| (4) If line 8d(3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2)) | 8d(4) | |
| (5) If line 8d(3) is "Yes," enter the date of the ruling letter approving the extension | 8d(5) | |
| (6) If line 8d(3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s) | 8e | |

9 Funding standard account statement for this plan year:

| | | | |
|---|--------------|---------------------|-----------|
| Charges to funding standard account: | | | |
| a Prior year funding deficiency, if any | 9a | 45,040,331 | |
| b Employer's normal cost for plan year as of valuation date | 9b | 908,515 | |
| c Amortization charges as of valuation date: | | Outstanding balance | |
| (1) All bases except funding waivers and certain bases for which the amortization period has been extended | 9c(1) | 67,675,147 | 8,769,714 |
| (2) Funding waivers | 9c(2) | 0 | 0 |
| (3) Certain bases for which the amortization period has been extended | 9c(3) | 0 | 0 |
| d Interest as applicable on lines 9a, 9b, and 9c | 9d | 2,188,742 | |
| e Total charges. Add lines 9a through 9d | 9e | 56,907,302 | |

| Credits to funding standard account. | | | |
|---|--|---------------------|---|
| f | Prior year credit balance, if any..... | 9f | 0 |
| g | Employer contributions. Total from column (b) of line 3..... | 9g | 519,843 |
| | | Outstanding balance | |
| h | Amortization credits as of valuation date..... | 9h | 13,774,443 |
| i | Interest as applicable to end of plan year on lines 9f, 9g, and 9h..... | 9i | 1,470,791 |
| | | | 68,295 |
| j Full funding limitation (FFL) and credits: | | | |
| (1) | ERISA FFL (accrued liability FFL)..... | 9j(1) | 105,026,566 |
| (2) | "RPA '94" override (90% current liability FFL)..... | 9j(2) | 105,621,981 |
| (3) | FFL credit..... | 9j(3) | 0 |
| k (1) Waived funding deficiency..... | | | |
| (2) | Other credits..... | 9k(1) | 0 |
| | | 9k(2) | 0 |
| l | Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)..... | 9l | 2,058,929 |
| m | Credit balance: If line 9l is greater than line 9e, enter the difference..... | 9m | |
| n | Funding deficiency: If line 9e is greater than line 9l, enter the difference..... | 9n | 54,848,373 |
| 9 o Current year's accumulated reconciliation account: | | | |
| (1) | Due to waived funding deficiency accumulated prior to the 2019 plan year..... | 9o(1) | 0 |
| (2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code: | | | |
| (a) | Reconciliation outstanding balance as of valuation date..... | 9o(2)(a) | 0 |
| (b) | Reconciliation amount (line 9c(3) balance minus line 9o(2)(a))..... | 9o(2)(b) | 0 |
| (3) | Total as of valuation date..... | 9o(3) | 0 |
| 10 | Contribution necessary to avoid an accumulated funding deficiency. (See instructions.)..... | 10 | 54,848,373 |
| 11 | Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions..... | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

**ACH VENDOR/MISCELLANEOUS PAYMENT
ENROLLMENT FORM**

OMB No. 1530-0069

This form is used for Automated Clearing House (ACH) payments with an addendum record that contains payment-related information processed through the Vendor Express Program. Recipients of these payments should bring this information to the attention of their financial institution when presenting this form for completion. See reverse for additional instructions.

PRIVACY ACT STATEMENT

The following information is provided to comply with the Privacy Act of 1974 (P.L. 93-579). All information collected on this form is required under the provisions of 31 U.S.C. 3322 and 31 CFR 210. This information will be used by the Treasury Department to transmit payment data, by electronic means to vendor's financial institution. Failure to provide the requested information may delay or prevent the receipt of payments through the Automated Clearing House Payment System.

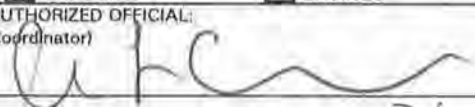
AGENCY INFORMATION

| | | |
|-------------------------|-----------------------------|---|
| FEDERAL PROGRAM AGENCY: | | |
| AGENCY IDENTIFIER: | AGENCY LOCATION CODE (ALC): | ACH FORMAT: <input type="checkbox"/> CCD+ <input type="checkbox"/> CTX |
| ADDRESS: | | |
| | | |
| CONTACT PERSON NAME: | | TELEPHONE NUMBER: () |
| ADDITIONAL INFORMATION: | | |

PAYEE/COMPANY INFORMATION

| | |
|---|--|
| NAME Local 138 Pension Trust Fund | SSN NO. OR TAXPAYER ID NO. 11-6170655 |
| ADDRESS 2151 Marion Place Baldwin, New York 11510 | |
| CONTACT PERSON NAME: Ms. Christina Maderich | TELEPHONE NUMBER: (516) 378-2011 |

FINANCIAL INSTITUTION INFORMATION

| | |
|--|---------------------------------------|
| NAME: UMB Bank | |
| ADDRESS: Kansas City, MO 64106 | |
| | |
| ACH COORDINATOR NAME: Gerald Chasin | TELEPHONE NUMBER: (516) 336-0894 |
| NINE-DIGIT ROUTING TRANSIT NUMBER: <u> 0 </u> <u> 4 </u> <u> 4 </u> <u> 0 </u> <u> 0 </u> <u> 0 </u> <u> 8 </u> <u> 0 </u> <u> 4 </u> | |
| DEPOSITOR ACCOUNT TITLE: Local 138 Pension Trust Fund | |
| DEPOSITOR ACCOUNT NUMBER: [REDACTED] | LOCKBOX NUMBER: |
| TYPE OF ACCOUNT: <input checked="" type="checkbox"/> CHECKING <input type="checkbox"/> SAVINGS <input type="checkbox"/> LOCKBOX | |
| SIGNATURE AND TITLE OF AUTHORIZED OFFICIAL: (Could be the same as ACH Coordinator) Gerald Chasin  | TELEPHONE NUMBER: (516) 336-0894 |

AUTHORIZED FOR LOCAL REPRODUCTION

Managing Director

SF 3881 (Rev. 2/2003)
Prescribed by Department of Treasury
31 U.S.C. 3322; 31 CFR 210

Instructions for Completing SF 3881 Form

Make three copies of form after completing. Copy 1 is the Agency Copy; copy 2 is the Payee/Company Copy; and copy 3 is the Financial Institution Copy.

1. Agency Information Section - Federal agency prints or types the name and address of the Federal program agency originating the vendor/miscellaneous payment, agency identifier, agency location code, contact person name and telephone number of the agency. Also, the appropriate box for ACH format is checked.
2. Payee/Company Information Section - Payee prints or types the name of the payee/company and address that will receive ACH vendor/miscellaneous payments, social security or taxpayer ID number, and contact person name and telephone number of the payee/company. Payee also verifies depositor account number, account title, and type of account entered by your financial institution in the Financial Institution Information Section.
3. Financial Institution Information Section - Financial institution prints or types the name and address of the payee/company's financial institution who will receive the ACH payment, ACH coordinator name and telephone number, nine-digit routing transit number, depositor (payee/company) account title and account number. Also, the box for type of account is checked, and the signature, title, and telephone number of the appropriate financial institution official are included.

Burden Estimate Statement

The estimated average burden associated with this collection of information is 15 minutes per respondent or recordkeeper, depending on individual circumstances. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Bureau of the Fiscal Service, Forms Management Officer, Parkersburg, WV 26106-1328. THIS ADDRESS SHOULD ONLY BE USED FOR COMMENTS AND/OR SUGGESTIONS CONCERNING THE AMOUNT OF TIME SPENT COLLECTING THE DATA. DO NOT SEND THE COMPLETED PAPERWORK TO THE ADDRESS ABOVE FOR PROCESSING.



1 Harbor St, Ste 201 Boston, MA 02210
800.242.0272

STATEMENT of ACCOUNT

LOCAL 138 PENSION TRUST FUND
BENEFITS ACCOUNT
2151 MARION PL
NORTH BALDWIN NY 11510-2957

Statement Begin Date:
Statement End Date:
Account Number:

05/29/2021
06/30/2021
[REDACTED]

[Printable Version](#) [Save as PDF](#)

Business First Account Analyst

Download: [CSV](#)

[View Check Images](#)

[Reconcile](#)

All Transactions by Date

| Date | Description | Withdrawal / Debit (-) | Deposit / Credit (+) | Balance |
|-------|------------------------------------|------------------------|----------------------|--------------|
| 05/28 | Balance Forward | | | \$585,037.54 |
| 06/01 | 138 PEN BEN PENSION | \$522,673.61- | | \$62,363.93 |
| 06/02 | CREDIT ORIG RETURNS | | \$1,419.00 | \$63,782.93 |
| 06/02 | Check Number 14124 | \$254.00- | | \$63,528.93 |
| 06/04 | Check Number 14131 | \$470.50- | | \$63,058.43 |
| 06/04 | Check Number 14136 | \$391.50- | | \$62,666.93 |
| 06/04 | Check Number 14139 | \$1,531.00- | | \$61,135.93 |
| 06/04 | Check Number 14145 | \$192.00- | | \$60,943.93 |
| 06/04 | Check Number 14146 | \$765.00- | | \$60,178.93 |
| 06/04 | Check Number 14148 | \$663.00- | | \$59,515.93 |
| 06/04 | Check Number 14151 | \$28.50- | | \$59,487.43 |
| 06/04 | Check Number 14166 | \$825.00- | | \$58,662.43 |
| 06/04 | Check Number 14170 | \$1,586.00- | | \$57,076.43 |
| 06/04 | Check Number 14174 | \$1,250.50- | | \$55,825.93 |
| 06/07 | Check Number 14084 | \$276.50- | | \$55,549.43 |
| 06/07 | Check Number 14121 | \$476.00- | | \$55,073.43 |
| 06/07 | Check Number 14126 | \$538.00- | | \$54,535.43 |
| 06/07 | Check Number 14132 | \$133.50- | | \$54,401.93 |
| 06/07 | Check Number 14135 | \$655.50- | | \$53,746.43 |
| 06/07 | Check Number 14143 | \$279.00- | | \$53,467.43 |
| 06/07 | Check Number 14147 | \$251.50- | | \$53,215.93 |
| 06/07 | Check Number 14153 | \$254.50- | | \$52,961.43 |
| 06/07 | Check Number 14156 | \$327.00- | | \$52,634.43 |
| 06/07 | Check Number 14160 | \$583.00- | | \$52,051.43 |
| 06/07 | Check Number 14164 | \$153.50- | | \$51,897.93 |
| 06/07 | Check Number 14169 | \$182.00- | | \$51,715.93 |
| 06/07 | Check Number 14171 | \$426.00- | | \$51,289.93 |
| 06/07 | Check Number 14175 | \$300.00- | | \$50,989.93 |
| 06/07 | Check Number 14177 | \$675.00- | | \$50,314.93 |
| 06/08 | 138 PEN BEN L138Reclai | | \$157.50 | \$50,472.43 |
| 06/08 | Check Number 14068 | \$213.25- | | \$50,259.18 |
| 06/08 | Check Number 14127 | \$213.25- | | \$50,045.93 |
| 06/08 | Check Number 14130 | \$242.50- | | \$49,803.43 |
| 06/08 | Check Number 14133 | \$202.00- | | \$49,601.43 |
| 06/08 | Check Number 14138 | \$147.50- | | \$49,453.93 |
| 06/08 | Check Number 14141 | \$929.00- | | \$48,524.93 |
| 06/08 | Check Number 14142 | \$151.00- | | \$48,373.93 |
| 06/08 | Check Number 14157 | \$90.00- | | \$48,283.93 |
| 06/08 | Check Number 14159 | \$555.00- | | \$47,728.93 |
| 06/08 | Check Number 14167 | \$345.00- | | \$47,383.93 |
| 06/08 | Check Number 14172 | \$188.00- | | \$47,195.93 |
| 06/08 | Check Number 14173 | \$60.00- | | \$47,135.93 |
| 06/08 | Check Number 14176 | \$285.38- | | \$46,850.55 |
| 06/09 | Check Number 14152 | \$914.00- | | \$45,936.55 |
| 06/10 | Check Number 14134 | \$357.50- | | \$45,579.05 |
| 06/10 | Check Number 14161 | \$34.00- | | \$45,545.05 |
| 06/10 | Check Number 14163 | \$137.00- | | \$45,408.05 |
| 06/11 | Check Number 14128 | \$322.50- | | \$45,085.55 |
| 06/14 | Check Number 14155 | \$59.00- | | \$45,026.55 |
| 06/15 | Check Number 14129 | \$1,338.00- | | \$43,688.55 |
| 06/15 | Check Number 14137 | \$700.00- | | \$42,988.55 |
| 06/17 | Check Number 14162 | \$73.50- | | \$42,915.05 |
| 06/18 | Check Number 14158 | \$117.00- | | \$42,798.05 |
| 06/21 | Check Number 14178 | \$1,419.00- | | \$41,379.05 |
| 06/21 | Check Number 14181 | \$214.50- | | \$41,164.55 |

| | | | | | |
|-------|--|--------------|--------------|--|--------------|
| 06/22 | Check Number 14182 | \$1,548.00- | | | \$39,616.55 |
| 06/23 | 13B PEN BEN L138Reclai | | \$422.75 | | \$40,039.30 |
| 06/23 | WIRE FROM LOCAL 138 PENSION TRUST F UND | | \$610,000.00 | | \$650,039.30 |
| 06/23 | Transfer from DDA [REDACTED] to DDA [REDACTED] | \$20,000.00- | | | \$630,039.30 |
| 06/23 | Check Number 14091 | \$610.00- | | | \$629,429.30 |
| 06/23 | Check Number 14150 | \$610.00- | | | \$628,819.30 |
| 06/23 | Check Number 14180 | \$744.00- | | | \$628,075.30 |
| 06/24 | Check Number 14125 | \$197.00- | | | \$627,878.30 |
| 06/25 | DEBIT ORIG RETURNS | \$422.75- | | | \$627,455.55 |
| 06/28 | Check Number 14111 | \$99.00- | | | \$627,356.55 |
| 06/28 | Check Number 14168 | \$99.00- | | | \$627,257.55 |
| 06/29 | 13B PEN BEN L138Reclai | | \$322.50 | | \$627,580.05 |
| 06/29 | Check Number 14179 | \$12,876.00- | | | \$614,704.05 |

Checks in Order

| Date | Number | Amount | Date | Number | Amount |
|-------|---------|------------|-------|---------|-------------|
| 06/08 | 14068 | \$213.25 | 06/09 | 14152 | \$914.00 |
| 06/07 | 14084 * | \$276.50 | 06/07 | 14153 | \$254.50 |
| 06/23 | 14091 * | \$610.00 | 06/14 | 14155 * | \$59.00 |
| 06/28 | 14111 * | \$99.00 | 06/07 | 14156 | \$327.00 |
| 06/07 | 14121 * | \$476.00 | 06/08 | 14157 | \$90.00 |
| 06/02 | 14124 * | \$254.00 | 06/18 | 14158 | \$117.00 |
| 06/24 | 14125 | \$197.00 | 06/08 | 14159 | \$555.00 |
| 06/07 | 14126 | \$538.00 | 06/07 | 14160 | \$583.00 |
| 06/08 | 14127 | \$213.25 | 06/10 | 14161 | \$34.00 |
| 06/11 | 14128 | \$322.50 | 06/17 | 14162 | \$73.50 |
| 06/15 | 14129 | \$1,338.00 | 06/10 | 14163 | \$137.00 |
| 06/08 | 14130 | \$242.50 | 06/07 | 14164 | \$153.50 |
| 06/04 | 14131 | \$470.50 | 06/04 | 14166 * | \$825.00 |
| 06/07 | 14132 | \$133.50 | 06/08 | 14167 | \$345.00 |
| 06/08 | 14133 | \$202.00 | 06/28 | 14168 | \$99.00 |
| 06/10 | 14134 | \$357.50 | 06/07 | 14169 | \$182.00 |
| 06/07 | 14135 | \$655.50 | 06/04 | 14170 | \$1,586.00 |
| 06/04 | 14136 | \$391.50 | 06/07 | 14171 | \$426.00 |
| 06/15 | 14137 | \$700.00 | 06/08 | 14172 | \$188.00 |
| 06/08 | 14138 | \$147.50 | 06/08 | 14173 | \$60.00 |
| 06/04 | 14139 | \$1,531.00 | 06/04 | 14174 | \$1,250.50 |
| 06/08 | 14141 * | \$929.00 | 06/07 | 14175 | \$300.00 |
| 06/08 | 14142 | \$151.00 | 06/08 | 14176 | \$285.38 |
| 06/07 | 14143 | \$279.00 | 06/07 | 14177 | \$675.00 |
| 06/04 | 14145 * | \$192.00 | 06/21 | 14178 | \$1,419.00 |
| 06/04 | 14146 | \$765.00 | 06/29 | 14179 | \$12,876.00 |
| 06/07 | 14147 | \$251.50 | 06/23 | 14180 | \$744.00 |
| 06/04 | 14148 | \$663.00 | 06/21 | 14181 | \$214.50 |
| 06/23 | 14150 * | \$610.00 | 06/22 | 14182 | \$1,548.00 |
| 06/04 | 14151 | \$28.50 | | | |

* Check Numbers Missing

Interest Rate Summary

| | |
|------|-------|
| Date | Rate |
| | 0.00% |

Account Summary

Previous Statement Date: 05/28/2021

| | | | | | |
|-----------------------------|--------------|------------------------|---------------|------------------|----------------|
| Beginning Balance + | Deposits + | Interest Paid - | Withdrawals - | Service Charge = | Ending Balance |
| \$585,037.54 | \$612,321.75 | \$0.00 | \$582,655.24 | \$0.00 | \$614,704.05 |
| Minimum Balance \$39,616.55 | | Avg Stmt Available Bal | \$201,958.20 | | |

Summary of Deposit Accounts

| TYPE OF ACCOUNT | ACCOUNT | BALANCE | INT-RATE% | YTD-INT | YTD-PENALTY | MATURITY |
|-----------------|------------|--------------|-----------|---------|-------------|----------|
| Checking | [REDACTED] | \$614,704.05 | 0.00000% | \$0.00 | | |

Some statement cycles have been consolidated. If you previously had a statement end on the 10th of each month, your new cycle is now end of month.

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14068

MAY PENSION CHECK 5/03/2021 NO. 00000014068

TWO HUNDRED THIRTYTHREE DOLLARS AND 25 CENTS *****213.25

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14068# 0214075086# [REDACTED]

-\$213.25 0000014068 06082021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14084

MAY PENSION CHECK 5/03/2021 NO. 00000014084

TWO HUNDRED SEVENTY-SIX DOLLARS AND 50 CENTS *****276.50

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14084# 0214075086# [REDACTED]

-\$276.50 0000014084 06072021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14091

MAY PENSION CHECK 5/03/2021 NO. 00000014091

SIX HUNDRED TEN DOLLARS AND 00 CENTS *****610.00

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14091# 0214075086# [REDACTED]

-\$610.00 0000014091 06232021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14111

MAY PENSION CHECK 5/03/2021 NO. 00000014111

NINETY-NINE DOLLARS AND 00 CENTS *****99.00

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14111# 0214075086# [REDACTED]

-\$99.00 0000014111 06282021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14121

MAY PENSION CHECK 5/20/2021 NO. 00000014121

FOUR HUNDRED SEVENTY-SIX DOLLARS AND 00 CENTS *****476.00

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14121# 0214075086# [REDACTED]

-\$476.00 0000014121 06072021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14124

MAY PENSION CHECK 5/20/2021 NO. 00000014124

TWO HUNDRED FIFTY-FOUR DOLLARS AND 00 CENTS *****254.00

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14124# 0214075086# [REDACTED]

-\$254.00 0000014124 06022021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14125

MAY PENSION CHECK 5/25/2021 NO. 00000014125

ONE HUNDRED NINETY-SEVEN DOLLARS AND 00 CENTS *****197.00

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14125# 0214075086# [REDACTED]

-\$197.00 0000014125 06242021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14126

JUNE PENSION CHECK 6/01/2021 NO. 00000014126

FIVE HUNDRED THIRTY-EIGHT DOLLARS AND 00 CENTS *****538.00

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14126# 0214075086# [REDACTED]

-\$538.00 0000014126 06072021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14127

JUNE PENSION CHECK 6/01/2021 NO. 00000014127

TWO HUNDRED THIRTYTHREE DOLLARS AND 25 CENTS *****213.25

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14127# 0214075086# [REDACTED]

-\$213.25 0000014127 06082021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14128

JUNE PENSION CHECK 6/01/2021 NO. 00000014128

THREE HUNDRED TWENTY-TWO DOLLARS AND 50 CENTS *****322.50

PAY TO THE ORDER OF [REDACTED]

ACC # [REDACTED]

RD14128# 0214075086# [REDACTED]

-\$322.50 0000014128 06112021

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14068

MAY PENSION CHECK 5/03/2021 NO. 00000014068

TWO HUNDRED THIRTEEN DOLLARS AND 25 CENTS *****213.25

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014068⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14084

MAY PENSION CHECK 5/03/2021 NO. 00000014084

TWO HUNDRED SEVENTY-SIX DOLLARS AND 50 CENTS *****276.50

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014084⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14091

MAY PENSION CHECK 5/03/2021 NO. 00000014091

SIX HUNDRED TEN DOLLARS AND 00 CENTS *****60.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014091⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14111

MAY PENSION CHECK 5/03/2021 NO. 00000014111

NINETY-NINE DOLLARS AND 00 CENTS *****99.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014111⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14121

MAY PENSION CHECK 5/20/2021 NO. 00000014121

FOUR HUNDRED SEVENTY-SIX DOLLARS AND 00 CENTS *****476.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014121⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14124

MAY PENSION CHECK 5/20/2021 NO. 00000014124

TWO HUNDRED FIFTY-FOUR DOLLARS AND 00 CENTS *****254.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014124⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14125

MAY PENSION CHECK 5/25/2021 NO. 00000014125

ONE HUNDRED NINETY-SEVEN DOLLARS AND 00 CENTS *****197.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014125⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14126

JUNE PENSION CHECK 5/01/2021 NO. 00000014126

FIVE HUNDRED THIRTY-EIGHT DOLLARS AND 00 CENTS *****338.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014126⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14127

JUNE PENSION CHECK 6/01/2021 NO. 00000014127

TWO HUNDRED THIRTEEN DOLLARS AND 25 CENTS *****213.25

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014127⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14128

JUNE PENSION CHECK 6/01/2021 NO. 00000014128

THREE HUNDRED TWENTY-TWO DOLLARS AND 50 CENTS *****322.50

PAY TO THE ORDER OF [REDACTED]

Gerard L. Maderich

⑆014128⑆ ⑆214075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14129

JUNE PENSION CHECK
6/01/2021 NO. 00000014129

ONE THOUSAND THREE HUNDRED THIRTY-EIGHT DOLLARS AND 00 CENTS ***1338.00

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014129⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14130

JUNE PENSION CHECK
6/01/2021 NO. 00000014130

TWO HUNDRED FORTY-TWO DOLLARS AND 50 CENTS ***242.50

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014130⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14131

JUNE PENSION CHECK
6/01/2021 NO. 00000014131

FOUR HUNDRED SEVENTY DOLLARS AND 50 CENTS ***470.50

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014131⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14132

JUNE PENSION CHECK
6/01/2021 NO. 00000014132

ONE HUNDRED THIRTY-THREE DOLLARS AND 50 CENTS ***133.50

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014132⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14133

JUNE PENSION CHECK
6/01/2021 NO. 00000014133

TWO HUNDRED TWO DOLLARS AND 00 CENTS ***202.00

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014133⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14134

JUNE PENSION CHECK
6/01/2021 NO. 00000014134

THREE HUNDRED FIFTY-SEVEN DOLLARS AND 50 CENTS ***357.50

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014134⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14135

JUNE PENSION CHECK
6/01/2021 NO. 00000014135

SIX HUNDRED FIFTY-FIVE DOLLARS AND 50 CENTS ***655.50

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014135⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14136

JUNE PENSION CHECK
6/01/2021 NO. 00000014136

THREE HUNDRED NINETY-ONE DOLLARS AND 50 CENTS ***391.50

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014136⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14137

JUNE PENSION CHECK
6/01/2021 NO. 00000014137

SEVEN HUNDRED DOLLARS AND 00 CENTS ***700.00

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014137⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
251 MARION PLACE, SUITE 106
BALDWIN NY 11510

RADIUS BANK
14138

JUNE PENSION CHECK
6/01/2021 NO. 00000014138

ONE HUNDRED FORTY-SEVEN DOLLARS AND 50 CENTS ***147.50

PAY TO THE ORDER OF [REDACTED]

Edward L. Maderich
E. Maderich

⑆014138⑆ ⑆211075086⑆ [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

Mts  RADIUS BANK 14139
679902116

JUNE PENSION CHECK 6/01/2021 NO. 00000014139
ONE THOUSAND FIVE HUNDRED THIRTY-ONE DOLLARS AND 00 CENTS ***1531.00

PAY TO THE ORDER OF 

Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014139⑆ ⑆211075086⑆ 

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14141
679902116

JUNE PENSION CHECK 6/01/2021 NO. 00000014141
NINE HUNDRED TWENTY-NINE DOLLARS AND 00 CENTS ***929.00

PAY TO THE ORDER OF 

Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014141⑆ ⑆211075086⑆ 

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14142
679902116


JUNE PENSION CHECK 6/01/2021 NO. 00000014142
ONE HUNDRED FIFTY-ONE DOLLARS AND 00 CENTS ***151.00

PAY TO THE ORDER OF 


Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014142⑆ ⑆211075086⑆ 

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14143
679902116

JUNE PENSION CHECK 6/01/2021 NO. 00000014143
TWO HUNDRED SEVENTY-NINE DOLLARS AND 00 CENTS ***279.00

PAY TO THE ORDER OF 

Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014143⑆ ⑆211075086⑆ 

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14145
679902116


JUNE PENSION CHECK 6/01/2021 NO. 00000014145
ONE HUNDRED NINETY-TWO DOLLARS AND 00 CENTS ***192.00

PAY TO THE ORDER OF 


Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014145⑆ ⑆211075086⑆ 

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14146
679902116

JUNE PENSION CHECK 6/01/2021 NO. 00000014146
SEVEN HUNDRED SIXTY-FIVE DOLLARS AND 00 CENTS ***765.00

PAY TO THE ORDER OF 

Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014146⑆ ⑆211075086⑆ 

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14147
679902116

JUNE PENSION CHECK 6/01/2021 NO. 00000014147
TWO HUNDRED FIFTY-ONE DOLLARS AND 00 CENTS ***251.50

PAY TO THE ORDER OF 

Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014147⑆ ⑆211075086⑆ 

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14148
679902116


JUNE PENSION CHECK 6/01/2021 NO. 00000014148
SIX HUNDRED SIXTY-THREE DOLLARS AND 00 CENTS ***663.00

PAY TO THE ORDER OF 


Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014148⑆ ⑆211075086⑆ 


LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14150
679902116


JUNE PENSION CHECK 6/01/2021 NO. 00000014150
SIX HUNDRED TEN DOLLARS AND 00 CENTS ***610.00

PAY TO THE ORDER OF 


Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014150⑆ ⑆211075086⑆ 


LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

 RADIUS BANK 14151
679902116

JUNE PENSION CHECK 6/01/2021 NO. 00000014151
TWENTY-EIGHT DOLLARS AND 50 CENTS ***28.50

PAY TO THE ORDER OF 

Edward J. Madoni
E. Madoni
ATTEST: [Signature]

⑆014151⑆ ⑆211075086⑆ 

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14152

6/01/2021 NO. 00000014152

JUNE PENSION CHECK

NINE HUNDRED FOURTEEN DOLLARS AND 00 CENTS

PAY TO THE ORDER OF

914.00

Guaranteed Payment
E. Madari

⑆014152⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14153

6/01/2021 NO. 00000014153

JUNE PENSION CHECK

TWO HUNDRED FIFTY-FOUR DOLLARS AND 50 CENTS

PAY TO THE ORDER OF

254.50

Guaranteed Payment
E. Madari

⑆014153⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14155

6/01/2021 NO. 00000014155

JUNE PENSION CHECK

FIFTY-NINE DOLLARS AND 00 CENTS

PAY TO THE ORDER OF

59.00

Guaranteed Payment
E. Madari

⑆014155⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14156

6/01/2021 NO. 00000014156

JUNE PENSION CHECK

THREE HUNDRED TWENTY-SEVEN DOLLARS AND 00 CENTS

PAY TO THE ORDER OF

327.00

Guaranteed Payment
E. Madari

⑆014156⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14157

6/01/2021 NO. 00000014157

JUNE PENSION CHECK

NINETY DOLLARS AND 00 CENTS

PAY TO THE ORDER OF

90.00

Guaranteed Payment
E. Madari

⑆014157⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14158

6/01/2021 NO. 00000014158

JUNE PENSION CHECK

ONE HUNDRED SEVENTEEN DOLLARS AND 00 CENTS

PAY TO THE ORDER OF

117.00

Guaranteed Payment
E. Madari

⑆014158⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14159

6/01/2021 NO. 00000014159

JUNE PENSION CHECK

FIVE HUNDRED FIFTY-FIVE DOLLARS AND 00 CENTS

PAY TO THE ORDER OF

555.00

Guaranteed Payment
E. Madari

⑆014159⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14160

6/01/2021 NO. 00000014160

JUNE PENSION CHECK

FIVE HUNDRED EIGHTY-THREE DOLLARS AND 00 CENTS

PAY TO THE ORDER OF

583.00

Guaranteed Payment
E. Madari

⑆014160⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14161

6/01/2021 NO. 00000014161

JUNE PENSION CHECK

THIRTY-FOUR DOLLARS AND 00 CENTS

PAY TO THE ORDER OF

34.00

Guaranteed Payment
E. Madari

⑆014161⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14162

6/01/2021 NO. 00000014162

JUNE PENSION CHECK

SEVENTY-THREE DOLLARS AND 50 CENTS

PAY TO THE ORDER OF

73.50

Guaranteed Payment
E. Madari

⑆014162⑆ ⑆214075086⑆

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14163
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014163

ONE HUNDRED THIRTY-SEVEN DOLLARS AND 00 CENTS ****137.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014163# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14164
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014164

ONE HUNDRED FIFTY-THREE DOLLARS AND 50 CENTS ****153.50

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014164# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14166
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014166

EIGHT HUNDRED TWENTY-FIVE DOLLARS AND 00 CENTS ****825.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014166# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14167
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014167

SEVEN HUNDRED FORTY-FIVE DOLLARS AND 00 CENTS ****745.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014167# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14168
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014168

NINETY-NINE DOLLARS AND 00 CENTS ****99.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014168# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14169
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014169

ONE HUNDRED EIGHTY-TWO DOLLARS AND 00 CENTS ****182.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014169# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14170
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014170

ONE THOUSAND FIVE HUNDRED EIGHTY-SIX DOLLARS AND 00 CENTS ****1586.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014170# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14171
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014171

FOUR HUNDRED TWENTY-SIX DOLLARS AND 00 CENTS ****426.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014171# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14172
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014172

ONE HUNDRED EIGHTY-EIGHT DOLLARS AND 00 CENTS ****188.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014172# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 106
BALDWIN, NY 11510

RADIUS BANK 14173
037982110

JUNE PENSION CHECK 6/01/2021 NO. 00000014173

SIXTY DOLLARS AND 00 CENTS ****60.00

PAY TO THE ORDER OF [REDACTED]

Guaranteed Payment
E. Madritch
ALTERNATE SIGNATURE

#014173# 0211075086# [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14174
33790210

JUNE PENSION CHECK 6/01/2021 NO. 0000014174
ONE THOUSAND TWO HUNDRED FIFTY DOLLARS AND 50 CENTS ***1250.50

PAY TO THE ORDER OF [REDACTED]

Gerard L. Madenich
L. Madenich

014174 02110750864 [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14175
33790210

JUNE PENSION CHECK 6/01/2021 NO. 0000014175
THREE HUNDRED DOLLARS AND 00 CENTS ***300.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Madenich
L. Madenich

014175 02110750864 [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14176
33790210

JUNE PENSION CHECK 6/01/2021 NO. 0000014176
TWO HUNDRED EIGHTY-FIVE DOLLARS AND 38 CENTS ***285.38

PAY TO THE ORDER OF [REDACTED]

Gerard L. Madenich
L. Madenich

014176 02110750864 [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14177
33790210

JUNE PENSION CHECK 6/01/2021 NO. 0000014177
SIX HUNDRED SEVENTY-FIVE DOLLARS AND 00 CENTS ***675.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Madenich
L. Madenich

014177 02110750864 [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14178
33790210

JUNE PENSION CHECK 6/01/2021 NO. 0000014178
ONE THOUSAND FOUR HUNDRED NINETEEN DOLLARS AND 00 CENTS ***1419.00

PAY TO THE ORDER OF [REDACTED]

ACCT # 490655820

Gerard L. Madenich
L. Madenich

014178 02110750864 [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14179
33790210

JUNE PENSION CHECK 6/14/2021 NO. 0000014179
TWELVE THOUSAND EIGHT HUNDRED SEVENTY-SIX DOLLARS AND 00 CENTS ***12876.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Madenich
L. Madenich

014179 02110750864 [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14180
33790210

JUNE PENSION CHECK 6/14/2021 NO. 0000014180
SEVEN HUNDRED FORTY-FOUR DOLLARS AND 00 CENTS ***744.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Madenich
L. Madenich

014180 02110750864 [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14181
33790210

JUNE PENSION CHECK 6/14/2021 NO. 0000014181
TWO HUNDRED FOURTEEN DOLLARS AND 50 CENTS ***214.50

PAY TO THE ORDER OF [REDACTED]

Gerard L. Madenich
L. Madenich

014181 02110750864 [REDACTED]

LOCAL 138 PENSION TRUST FUND
PENSION BENEFITS ACCOUNT
2151 MARION PLACE, SUITE 100
BALDWIN, NY 11510

RADIUS BANK 14182
33790210

JUNE PENSION CHECK 6/17/2021 NO. 0000014182
ONE THOUSAND FIVE HUNDRED FORTY-EIGHT DOLLARS AND 00 CENTS ***1548.00

PAY TO THE ORDER OF [REDACTED]

Gerard L. Madenich
L. Madenich

014182 02110750864 [REDACTED]



1 Harbor St, Ste 201 Boston, MA 02210
800.242.0272

STATEMENT of ACCOUNT

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PL
NORTH BALDWIN NY 11510-2957

Statement Begin Date:
Statement End Date:
Account Number:

05/29/2021
06/30/2021
[REDACTED]

[Printable Version](#) [Save as PDF](#)

Business First Account Analyst

Download: CSV

[View Check Images](#)

[Reconcile](#)

All Transactions by Date

| Date | Description | Withdrawal / Debit (-) | Deposit / Credit (+) | Balance |
|-------|--|------------------------|----------------------|-------------|
| 05/28 | Balance Forward | | | \$64,002.10 |
| 06/02 | Deposit | | \$512.90 | \$64,515.00 |
| 06/02 | Check Number 2555 | \$386.84 | | \$64,128.16 |
| 06/02 | Check Number 2556 | \$1,344.62 | | \$62,783.54 |
| 06/02 | Check Number 2557 | \$1,692.00 | | \$61,091.54 |
| 06/03 | INTUIT PAYROLL S QUICKBOOKS | \$736.54 | | \$60,355.00 |
| 06/03 | Check Number 2553 | \$334.40 | | \$60,020.60 |
| 06/04 | IRS USATAXPYMT | \$33,870.49 | | \$26,150.11 |
| 06/04 | NYS DTF PROMP WT Tax Paymnt | \$50.00 | | \$26,100.11 |
| 06/07 | IRS USATAXPYMT | \$1,031.86 | | \$25,068.25 |
| 06/07 | Deposit | | \$492.80 | \$25,561.05 |
| 06/07 | Check Number 2558 | \$141.85 | | \$25,419.20 |
| 06/08 | Check Number 2559 | \$293.95 | | \$25,125.25 |
| 06/10 | INTUIT PAYROLL S QUICKBOOKS | \$736.53 | | \$24,388.72 |
| 06/10 | Deposit | | \$35,803.65 | \$60,192.37 |
| 06/15 | Deposit | | \$121.00 | \$60,313.37 |
| 06/16 | Transfer from DDA [REDACTED] to DDA [REDACTED] | \$2,904.85 | | \$57,408.52 |
| 06/17 | INTUIT PAYROLL S QUICKBOOKS | \$736.53 | | \$56,671.99 |
| 06/22 | IRS USATAXPYMT | \$25.00 | | \$56,646.99 |
| 06/22 | Check Number 2564 | \$8,154.08 | | \$48,492.91 |
| 06/23 | Transfer from DDA [REDACTED] to DDA [REDACTED] | | \$20,000.00 | \$68,492.91 |
| 06/23 | Check Number 2561 | \$327.75 | | \$68,165.16 |
| 06/24 | INTUIT PAYROLL S QUICKBOOKS | \$736.54 | | \$67,428.62 |
| 06/24 | Check Number 2562 | \$1,182.55 | | \$66,246.07 |
| 06/25 | Check Number 2560 | \$191.18 | | \$66,054.89 |
| 06/28 | Deposit | | \$1,918.40 | \$67,973.29 |
| 06/29 | Check Number 2566 | \$334.40 | | \$67,638.89 |
| 06/29 | Check Number 2567 | \$323.70 | | \$67,315.19 |
| 06/29 | Check Number 2568 | \$386.84 | | \$66,928.35 |
| 06/29 | Check Number 2569 | \$1,344.62 | | \$65,583.73 |
| 06/29 | Check Number 2570 | \$1,692.00 | | \$63,891.73 |
| 06/30 | IRS USATAXPYMT | \$1,031.88 | | \$62,859.85 |
| 06/30 | Check Number 2565 | \$520.00 | | \$62,339.85 |

Checks in Order

| Date | Number | Amount | Date | Number | Amount |
|-------|------------------------|------------|-------|----------------------|------------|
| 06/03 | 2553 | \$334.40 | 06/22 | 2564 | \$8,154.08 |
| 06/02 | 2555 * | \$386.84 | 06/30 | 2565 | \$520.00 |
| 06/02 | 2556 | \$1,344.62 | 06/29 | 2566 | \$334.40 |
| 06/02 | 2557 | \$1,692.00 | 06/29 | 2567 | \$323.70 |
| 06/07 | 2558 | \$141.85 | 06/29 | 2568 | \$386.84 |
| 06/08 | 2559 | \$293.95 | 06/29 | 2569 | \$1,344.62 |
| 06/25 | 2560 | \$191.18 | 06/29 | 2570 | \$1,692.00 |
| 06/23 | 2561 | \$327.75 | | | |
| 06/24 | 2562 | \$1,182.55 | | | |

* Check Numbers Missing

Interest Rate Summary

| Date | Rate |
|------|-------|
| | 0.00% |

Account Summary

Previous Statement Date: 05/28/2021

| Beginning Balance + | Deposits + | Interest Paid | Withdrawals - | Service Charge = | Ending Balance |
|------------------------|-------------|---------------|---------------|------------------|----------------|
| \$64,002.10 | \$58,848.75 | \$0.00 | \$60,511.00 | \$0.00 | \$62,339.85 |
| Avg Stmt Available Bal | | | | \$53,880.05 | |

Minimum Balance \$25,125.25

Summary of Deposit Accounts

| TYPE OF ACCOUNT | ACCOUNT | BALANCE | INT-RATE% | YTD-INT | YTD-PENALTY | MATURITY |
|-----------------|------------|-------------|-----------|---------|-------------|----------|
| Checking | [REDACTED] | \$62,339.65 | 0.00000% | \$0.00 | | |

Some statement cycles have been consolidated. If you previously had a statement end on the 10th of each month, your new cycle is now end of month.

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
5/28/21

2553

PAY TO THE ORDER OF: Local 138 Pension Trust Fund

\$ 324.40

Three Hundred Thirty-Four and 40/100

Local 138 Pension Trust Fund
2151 Marion Place
Baldwin, NY 11510

MEMO: May 2021

⑆002553⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
5/28/21

2555

PAY TO THE ORDER OF: Teamsters Local 802 Annuity Fund

\$ 386.84

Three Hundred Eighty-Six and 84/100

Teamsters Local 802 Annuity Fund
2151 Marion Place
Baldwin, NY 11510

MEMO: May 2021

⑆002555⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
5/28/21

2556

PAY TO THE ORDER OF: Teamsters Local 802 LLC

\$ 1,344.82

One Thousand Three Hundred Forty-Four and 82/100

Teamsters Local 802 LLC
2151 Marion Place
Baldwin, NY 11510

MEMO: June 2021

⑆002556⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
5/28/21

2557

PAY TO THE ORDER OF: Bakery Drivers Local 802 Welfare Fund

\$ 1,592.00

One Thousand Six Hundred Ninety-Two and 00/100

Bakery Drivers Local 802 Welfare Fund

MEMO: May 2021

⑆002557⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
6/4/21

2558

PAY TO THE ORDER OF: American Express

\$ 141.85

One Hundred Forty-One and 85/100

American Express
PO Box 1270
Newark, NJ 07101-1270

MEMO: June 2021

⑆002558⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
6/4/21

2559

PAY TO THE ORDER OF: Optimum

\$ 250.99

Two Hundred Ninety-Three and 99/100

Optimum
P.O. Box 742630
Cincinnati, OH 45274-2630

MEMO: June 2021

⑆002559⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
6/21/21

2560

PAY TO THE ORDER OF: De Lage Landen Financial Services, Inc

\$ 191.18

One Hundred Ninety-One and 18/100

De Lage Landen Financial Services, Inc
PO Box 41802
Philadelphia, PA 19101-1802

MEMO: June 2021

⑆002560⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
6/21/21

2561

PAY TO THE ORDER OF: Iron Mountain

\$ 327.75

Three Hundred Twenty-Seven and 75/100

Iron Mountain
P.O. Box 27128
New York, NY 10087-7120

MEMO: June 2021

⑆002561⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
6/21/21

2562

PAY TO THE ORDER OF: INNOVATIVE SOFTWARE SOLUTIONS, INC.

\$ 1,182.55

One Thousand One Hundred Eighty-Two and 55/100

ISSI
3300 South Lenticle Road
Maple Shade, NJ 08052

MEMO: June 2021

⑆002562⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
6/21/21

2564

PAY TO THE ORDER OF: Bakery Drivers Local 802 Pension Fund

\$ 8154.08

Eight Thousand One Hundred Fifty-Four and 08/100

Bakery Drivers Local 802 Pension Fund

MEMO: May 2021 Coal Share

⑆002564⑆ ⑆241075086⑆

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
03/25/21
02/25/21

2565

PAY TO THE ORDER OF Cary Kane LLP \$ 520.00

Five Hundred Twenty and 00/100 DOLLARS

Cary Kane LLP
1350 Broadway
Suite 2226
New York, NY 10010

LOCAL 138 PENSION TRUST FUND
MEMO
May 2021

#002565# 0244075086#

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
03/25/21
02/25/21

2566

PAY TO THE ORDER OF Local 138 Pension Trust Fund \$ 334.40

Three Hundred Thirty-Four and 40/100 DOLLARS

Local 138 Pension Trust Fund
2151 Marion Place
Baldwin, NY 11510

LOCAL 138 PENSION TRUST FUND
MEMO
June 2021

#002566# 0244075086#

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
03/25/21
02/25/21

2567

PAY TO THE ORDER OF PERFECT PRINTING SOLUTIONS, INC. \$ 323.70

Three Hundred Twenty-Three and 70/100 DOLLARS

PERFECT PRINTING SOLUTIONS, INC.
34 East Main St. #395
Smithtown, NY 11787-2841

LOCAL 138 PENSION TRUST FUND
MEMO
Mail Fulfillment-Pending Notice

#002567# 0244075086#

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
03/25/21
02/25/21

2568

PAY TO THE ORDER OF Teamsters Local 802 Annuity Fund \$ 385.84

Three Hundred Eighty-Six and 84/100 DOLLARS

Teamsters Local 802 Annuity Fund
2151 Marion Place
Baldwin, NY 11510

LOCAL 138 PENSION TRUST FUND
MEMO
June 2021

#002568# 0244075086#

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
03/25/21
02/25/21

2569

PAY TO THE ORDER OF Teamsters Local 802 LLC \$ 1,244.62

One Thousand Three Hundred Forty-Four and 52/100 DOLLARS

Teamsters Local 802 LLC
2151 Marion Place
Baldwin, NY 11510

LOCAL 138 PENSION TRUST FUND
MEMO
July 2021

#002569# 0244075086#

LOCAL 138 PENSION TRUST FUND
GENERAL ACCOUNT
2151 MARION PLACE
BALDWIN, NY 11510

RADIUS BANK
03/25/21
02/25/21

2570

PAY TO THE ORDER OF Bakery Drivers Local 802 Welfare Fund \$ 1,092.00

One Thousand Six Hundred Ninety-Two and 00/100 DOLLARS

Bakery Drivers Local 802 Welfare Fund

LOCAL 138 PENSION TRUST FUND
MEMO
June 2021

#002570# 0244075086#

STATEMENT FOR:
CAL 138 PENSION TRUST FUND
TRUSTEE DIRECTED
RPM DB

TOTAL VALUE OF YOUR ACCOUNT (as of 6/30/21)
Includes Accrued Interest

\$7,393,636.74

Morgan Stanley Smith Barney LLC, Member SIPC

#BWNJGWM

CAL 138 PENSION TRUST FUND
TRUSTEE DIRECTED
RPM DB
2151 MARION PLACE
NORTH BALDWIN NY 11510

Your Financial Advisor Team
The Chasin Group

Your Financial Advisors

Gerald Chasin
Managing Director, Wealth Mgmt
Gerald.Chasin@MSGraystone.com
516 336-0730

Matthew Chasin
Senior Vice President
Matthew.Chasin@MSGraystone.com
516 336-0894

Pamela Chasin
Vice President
Pamela.Chasin@MSGraystone.com
516 336-0734

Your Branch

TWO JERICO PLAZA
JERICO, NY 11753
Telephone: 516-336-0700 · Alt. Phone: 800-488-4083 · Fax: 516-336-0735

Client Service Center (24 Hours a Day; 7 Days a Week): 800-869-3326

Access Your Account Online: www.morganstanley.com/online

INVESTMENTS AND INSURANCE PRODUCTS: NOT FDIC INSURED • NOT A BANK DEPOSIT •
NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY • NOT BANK GUARANTEED •
MAY LOSE VALUE

Expanded Disclosures

Expanded Disclosures, which apply to all statements Morgan Stanley Smith Barney LLC (we/us) sends to you, are provided with your first statement and thereafter twice a year.

Questions?

Questions regarding your account may be directed to us by using the contact information on the statement cover page, or the Client Service Center at (800) 869-3326.

Errors and Inquiries

Be sure to review your statement promptly, and immediately address any concerns regarding entries that you do not understand or believe were made in error by contacting the Branch Manager of the office where you maintain your account. Oral communications regarding any inaccuracy or discrepancy in this statement should be re-confirmed in writing to further protect your rights, including rights under the Securities Investor Protection Act (SIPA). Your statement will be deemed correct unless we receive a written inquiry of a suspected error. See your account documentation for special rules regarding your rights and responsibilities with respect to erroneous electronic fund transfers, including a description of the transfers covered. For concerns or complaints, contact our Client Relations Department at (866) 227-2256 or mail to P.O. Box 95002, South Jordan, UT 84095, or contact us at www.morganstanley.com.

Senior Investor Helpline

In order to provide Morgan Stanley's senior investor clients a convenient way to communicate with us, we offer a Senior Investor Helpline. Senior investors or those acting on their behalf may call (800) 280-4534, Monday-Friday 9am-7pm Eastern Time.

Account Valuation

Account values are computed by adding (1) the market value of all priced positions, (2) valuations utilizing industry service providers and/or outside custodians for other positions, and (3) adding any credit or subtracting any debit to your closing Cash, Money Market Funds and/or Deposit balance. Cash, Deposits and Money Market Funds are displayed on a settlement date basis, and other positions are displayed in your account on a trade date basis. The values of fixed income positions in summary displays include accrued interest in the totals. In the "Holdings" section, fixed income market value and accrued interest are also displayed in separate columns. Accrued interest is the interest earned but not yet paid on the bond since its last interest payment. In most cases, it is calculated from the date of the last coupon payment (or "dated date") through the closing date of the statement. Foreign Currency Deposits are reflected in U.S. dollars as of the statement end date. The Annual Percentage Yield (APY) for deposits represents the applicable rate in effect for your deposits at the statement ending date. This APY may be different than the APY that

was in effect during the statement period. For current Bank Deposit or Money Market Fund yields, go to www.morganstanley.com/wealth-investmentstrategies/ratemonitor.html.

Additional Retirement Account Information

Tax-qualified account contributions are subject to IRS eligibility rules and regulations. The Contributions information in this statement reflects contributions for a particular account, without reference to any other account. Check with your tax advisor to verify how much you can contribute. If the contribution will be tax deductible, and if other special rules apply (e.g., to conversions/recharacterizations of Traditional to Roth/Roth to Traditional IRAs). Tax reporting is provided for IRA, VIP Basic and 403(b) accounts but not for VIP Plus and RPM accounts. The account value used for your Required Minimum Distribution calculation, if any, is based on the prior December 31st Account Value, including accrued interest. Additionally, for IRAs (1) the "Max. Individual Contributions Allowed (by SSN)" reflects the annual limit on contributions that you can make to Traditional and Roth IRAs under the Internal Revenue Code (this limit applies on a per person basis, not per account; other rules apply to IRAs which are part of employer-sponsored plans); and (2) the categorization of any contribution's deductibility is based upon information provided by you. The information included in this statement is not intended to constitute tax, legal or accounting advice. Contact us if any of this information is incorrect.

Availability of Free Credit Balances and Financial Statements

Under the customer protection rules of the SEC [17 CFR §240.15c3-3], we may use funds comprising free credit balances carried for customer accounts here, provided that these funds are payable to customers on demand (i.e., are free of a lien or right of set-off in our favor or on behalf of some third party to whom you have given control). A financial statement of this organization is available for your personal inspection at its offices, or a copy will be mailed to you upon your written request.

Gain/(Loss) Information

Gain/(Loss) is provided for informational purposes. It is not a substitute for Internal Revenue Service (IRS) Form 1099 (on which we report cost basis for covered securities) or any other IRS tax form, and should not be used for tax preparation. Unrealized Gain/(Loss) provided on this statement is an estimate. Contact your own independent legal or tax advisor to determine the appropriate use of the Gain/(Loss) information on this statement. For more information, go to www.morganstanley.com/wealth/disclosures/disclosures.asp, or call Client Service Center.

Tax Reporting

Under Federal income tax law, we are required to report gross proceeds

of sales (including short sales) on Form 1099-B by March 15 of the year following the calendar year of the transaction for reportable (i.e., non-retirement) accounts. For sales of certain securities acquired on or after January 1, 2011 (or applicable date for the type of security) we are also required to report cost basis and holding period. Under IRS regulations, if you have not provided us with a certification of either U.S. or foreign status on applicable Form W-9 or W-8, your accounts may be subject to either 24% back-up withholding or 30% nonresident alien withholding on payments made to your accounts.

Investment Objectives

The following is an explanation of the investment objective alternatives applicable to your account(s): Income - for investors seeking regular income with low to moderate risk to principal; Capital Appreciation - for investors seeking capital appreciation with moderate to high risk to principal; Aggressive Income - for investors seeking higher returns either as growth or as income with greater risk to principal; Speculation - for investors seeking high profits or quick returns with considerable possibility of losing most or all of their investment.

Listed Options

Information with respect to commissions and other charges related to the execution of options transactions has been included in confirmations of such transactions previously furnished to you and such information will be made available to you promptly at your request. Promptly advise us of any material change in your investment objectives or financial situation.

Important Information if you are a Margin Customer (not available for certain retirement accounts)

If you have margin privileges, you may borrow money from us in exchange for pledging assets in your accounts as collateral. The amount you may borrow is based on the value of eligible securities in your margin accounts. If a security has eligible shares the number of shares pledged as collateral is indicated below the position. If you have a margin account, as permitted by law, we may use certain securities in your account for, among other things, settling short sales or lending the securities for short sales, for which we may receive compensation.

Margin Interest Charges

We calculate interest charges on margin loans as follows: (1) multiply the applicable margin interest rate by the daily close of business net settled debit balance, and (2) divide by 360 (days). Margin interest accrues daily throughout the month and is added to your debit balance at month-end. The month-end interest charge is the sum of the daily accrued interest calculations for the month. We add the accrued interest to your debit balance and start a new calculation each time the applicable interest rate changes and at the close of every statement month. For interest rate information, log into your Morgan Stanley

Expanded Disclosures (CONTINUED)

account at www.morganstanley.com/online. Select your account with a Margin agreement and click Interest Rates for more information.

Information regarding Special Memorandum Account

If you have a Margin Account, this is a combined statement of your Margin Account and Special Memorandum Account maintained for you under Section 220.5 of Regulation T issued by the Board of Governors of the Federal Reserve System. The permanent record of the Special Memorandum Account as required by Regulation T is available for your inspection at your request.

Money Market Fund (MMF) Pricing

You could lose money in MMFs. Although MMFs classified as government funds (i.e., MMFs that invest 99.5% of total assets in cash and/or securities backed by the U.S. government) and retail funds (i.e., MMFs open to natural person investors only) seek to preserve value at \$1.00 per share, they cannot guarantee they will do so. The price of other MMFs will fluctuate and when you sell shares they may be worth more or less than originally paid. MMFs may impose a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for purchases, withdrawals, check writing or ATM debits. A MMF investment is not insured or guaranteed by the Federal Deposit Insurance Corporation or other government agency.

Notice Regarding Global Investment Manager Analysis

Morgan Stanley's Global Investment Manager Analysis team conducts analysis on various mutual funds and exchange-traded funds for clients holding those funds in certain investment advisory programs. If you have invested in any of these funds in another type of account, such as a brokerage account, you will not receive the same materials and status updates on the funds as we provide to investment advisory clients (including instructions on selling fund shares).

Pricing of Securities

The prices of securities are derived from various sources, and do not necessarily represent the prices at which those securities could have been bought or sold. Although we attempt to use reliable sources of information, we can offer no assurance as to their accuracy, reliability or completeness. Prices are as of the date shown only and are not an offer by us or our affiliates to purchase or sell any instrument or enter into any transaction or a commitment by us or them to make such an offer. Prices of securities not actively traded may not be available, and are indicated by N/A (not available). For additional information on how we price securities, go to www.morganstanley.com/wealth/disclosures/disclosures.asp.

Important Information About Auction Rate Securities

For certain Auction Rate Securities there is no or limited liquidity. Therefore, the price(s) for these Auction Rate Securities are indicated

by N/A (not available). There can be no assurance that a successful auction will occur or that a secondary market exists or will develop for a particular security.

Structured Investments Risks and Considerations

Structured Investments (Structured Products) are complex products and are subject to special risks, which may include, but are not limited to: loss of initial investment; issuer credit risk and price volatility resulting from actual or anticipated changes to issuer's and/or guarantor's credit ratings/spreads; limited or no appreciation and limits on participation in any appreciation of underlying asset(s); risks associated with the underlying asset(s); no periodic payments; call prior to maturity; early redemption fees for market linked deposits; lower interest rates and/or yield compared to conventional debt with comparable maturity; unique tax implications; limited or no secondary market; and conflicts of interest due to affiliation, compensation or other factors which could adversely affect market value or payout to investors. Investors also should consider the concentration risk of owning the related security and their total exposure to any underlying asset. Structured investments, which may appear in various product categories and are identified on the Position Description Details line as "Asset Class; Struct Inv," may not perform in a manner consistent with the product category where they appear, and therefore may not satisfy portfolio asset allocation needs for that category. When displayed, the accrued interest, annual income and yield for structured investments with a contingent income feature (e.g., Range Accrual Notes/Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. Actual accrued interest, annual income and yield will be dependent upon the performance of the underlying asset(s) and may be significantly lower than estimates shown. For more information on the risks and conflicts of interest related to Structured Investments, log in to Morgan Stanley Online at www.morganstanley.com/structuredproductsrisksandconflicts. For information on risks specific to your Structured Investments, contact us.

Security Measures

This statement features several embedded security elements to safeguard its authenticity. One is a unique blue security rectangle, printed in heat-sensitive ink on the back of every page. When exposed to warmth, the color will disappear, and then reappear.

SIPC Protection

We are a member of Securities Investor Protection Corporation (SIPC), which protects securities of its customers up to \$500,000 (including \$250,000 for claims for cash). An explanatory brochure is available upon request or at www.sipc.org. Losses due to market fluctuation are not protected by SIPC and assets not held with us may not be covered

by SIPC protection. To obtain information about SIPC, including an explanatory SIPC brochure, contact SIPC at 1-202-371-8300 or visit www.sipc.org.

Certain Assets Not Held at Morgan Stanley Smith Barney LLC

You may purchase certain assets through us that may be held at another financial institution. Assets not held with us may not be covered by SIPC protection. We may include information about certain assets on this statement solely as a service to you and are not responsible for information provided by external sources. Generally, any financial institution that holds securities is responsible for year-end reporting (e.g., Forms 1099) and separate periodic statements, which may vary from our information due to different reporting periods. In the case of networked mutual funds, we perform all year-end tax reporting.

Total Income

Total income, as used in the income summaries, represents dividends and/or interest on securities we receive on your behalf and credit to your account(s) during the calendar year. We report dividend distributions and taxable bond interest credited to your account to the IRS. The totals we report may differ from those indicated as "This Year" figures on the last statement for the calendar year. Only information on Forms 1099 should be used for tax reporting. In the case of Corporations, Real Estate Investment Trusts (REITs), Master Limited Partnerships, Regulated Investment Companies and Unit Investment Trusts, some sponsors may reclassify the distribution to a different tax type for year-end reporting.

Transaction Dates and Conditions

Transactions display trade date and settlement date. Transactions are included on this statement on trade date basis (excluding BDP and MMFs). Trades that have not settled as of statement month end will also be displayed in the "Unsettled Purchases/Sales Activity" section. Upon written request, we will give you the date and time of a transaction and the name of the other party to a transaction. We and/or our affiliates may accept benefits that constitute payment for order flow. Details regarding these benefits and the source and amount of any other remuneration received or to be received by us in connection with any transaction will be furnished upon written request.

Tax and Legal Disclosure

Morgan Stanley does not provide legal or tax advice. Please consult your own tax advisor.

Revised 05/2021

Account Summary

Consulting Group Advisor Retirement Account
 [REDACTED]
 RPM DEFINED BENEFIT

CAL 138 PENSION TRUST FUND
 TRUSTEE DIRECTED

CHANGE IN VALUE OF YOUR ACCOUNTS (includes accrued interest)

| | This Period (6/1/21-6/30/21) | This Year (1/1/21-6/30/21) |
|-------------------------------------|---------------------------------|-------------------------------|
| TOTAL BEGINNING VALUE | \$8,013,154.77 | \$10,718,072.91 |
| Credits | 32.30 | 1,137.14 |
| Debits | (610,000.00) | (3,324,815.86) |
| Security Transfers | — | — |
| Net Credits/Debits/Transfers | \$(609,967.70) | \$(3,323,678.72) |
| Change in Value | (9,550.33) | (757.45) |
| TOTAL ENDING VALUE | \$7,393,636.74 | \$7,393,636.74 |

Net Credits / Debits include investment advisory fees as applicable. See Activity section for details.

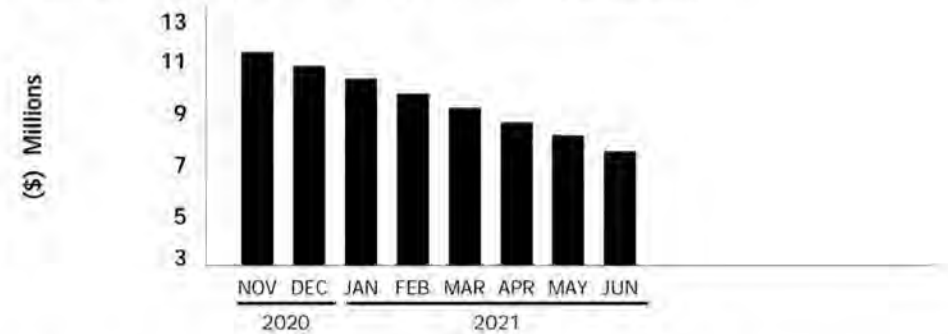
ASSET ALLOCATION (includes accrued interest)

| | Market Value | Percentage |
|---------------------------|-----------------------|----------------|
| Cash | \$3,016,251.01 | 40.80 |
| Fixed Income & Preferreds | 4,377,385.73 | 59.20 |
| TOTAL VALUE | \$7,393,636.74 | 100.00% |

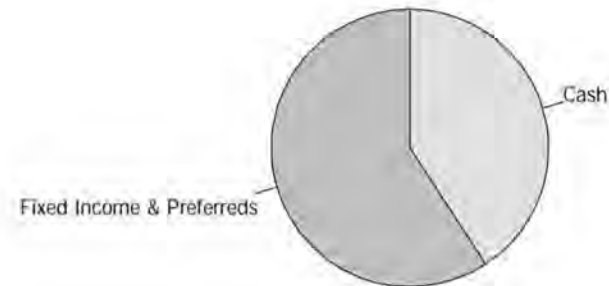
FDIC rules apply and Bank Deposits are eligible for FDIC insurance but are not covered by SIPC. Cash and securities (including MMFs) are eligible for SIPC coverage. See Expanded Disclosures. Values may include assets externally held, which are provided to you as a courtesy, and may not be covered by SIPC. For additional information, refer to the corresponding section of this statement.

MARKET VALUE OVER TIME

The below chart displays the most recent thirteen months of Market Value.



This chart does not reflect corrections to Market Value made subsequent to the dates depicted. It may exclude transactions in Annuities or positions where we are not the custodian, which could delay the reporting of Market Value.



This asset allocation represents holdings on a trade date basis, and projected settled Cash/BDP and MMF balances. These classifications do not constitute a recommendation and may differ from the classification of instruments for regulatory or tax purposes.

Account Summary

Consulting Group Advisor Retirement Account

CAL 138 PENSION TRUST FUND

RPM DEFINED BENEFIT

TRUSTEE DIRECTED

BALANCE SHEET (^ includes accrued interest)

| | Last Period (as of 5/31/21) | This Period (as of 6/30/21) |
|---------------------|--------------------------------|--------------------------------|
| Cash, BDP, MMFs | \$205.48 | \$237.78 |
| Mutual Funds | 8,012,949.29 | 7,393,398.96 |
| Total Assets | \$8,013,154.77 | \$7,393,636.74 |
| TOTAL VALUE | \$8,013,154.77 | \$7,393,636.74 |

CASH FLOW

| | This Period (6/1/21-6/30/21) | This Year (1/1/21-6/30/21) |
|--|---------------------------------|-------------------------------|
| OPENING CASH, BDP, MMFs | \$205.48 | \$5,743.50 |
| Dividend Reinvestments | (2,326.26) | (29,807.27) |
| Sales and Redemptions | 610,000.00 | 3,318,050.00 |
| Income and Distributions | 2,326.26 | 29,930.27 |
| Total Investment Related Activity | \$610,000.00 | \$3,318,173.00 |
| Electronic Transfers-Debits | (610,000.00) | (3,315,000.00) |
| Other Credits | 32.30 | 1,137.14 |
| Other Debits | — | (9,815.86) |
| Total Cash Related Activity | \$(609,967.70) | \$(3,323,678.72) |
| CLOSING CASH, BDP, MMFs | \$237.78 | \$237.78 |

INCOME AND DISTRIBUTION SUMMARY

| | This Period (6/1/21-6/30/21) | This Year (1/1/21-6/30/21) |
|---------------------------------------|---------------------------------|-------------------------------|
| Dividends | \$2,326.26 | \$24,974.70 |
| Long Term Capital Gains Distributions | — | 2,679.12 |
| Interest | — | 0.87 |
| TOTAL INCOME AND DISTRIBUTIONS | \$2,326.26 | \$27,654.69 |

GAIN/(LOSS) SUMMARY

| | Realized This Period (6/1/21-6/30/21) | Realized This Year (1/1/21-6/30/21) | Unrealized Inception to Date (as of 6/30/21) |
|--------------------------|--|--|--|
| TOTAL GAIN/(LOSS) | — | \$31,250.51 | \$99,009.77 |

The Gain/(Loss) Summary, which may change due to basis adjustments, is provided for informational purposes and should not be used for tax preparation. Refer to Gain/(Loss) in the Expanded Disclosures.

RETIREMENT RECAP

2020 Fair Market Value (includes accrued interest): \$10,718,072.91

The Retirement Recap is based upon information you have provided and is not intended for tax purposes. Contributions and distributions are based on the calendar year irrespective of the plan year under which the plan operates. Prior year contributions include those made during the prior year and those made in the current year for the prior year. Refer to the Expanded Disclosures for Additional Retirement Account Information.

Account Summary

Consulting Group Advisor Retirement Account
 [REDACTED]
 RPM DEFINED BENEFIT

CAL 138 PENSION TRUST FUND
 TRUSTEE DIRECTED

ADVISORY ACCOUNT REVIEW (as of 06/30/21)

Below is important information about your advisory account. Confirm that the information is consistent with your understanding of the details of the account and contact us if you have questions or updates.

Advisory Program: Consulting Group Advisor
Effective Advisory Fee Rate For This Account*: 0.20%

Advisory Account Inception Date: 12/16/20
Last Advisory Trade: N/A
Account Holder Votes Proxy⁺: No

Investment Objectives: (1) Capital Appreciation
Account Risk Tolerance: Moderate
Investment Time Horizon: 2 - 5 years

Primary Financial Need: Wealth Accumulation
Liquidity Needs: Less than 2 years

Restrictions: None

If you currently have a Single Advisory Contract on file with Morgan Stanley, you can open other advisory accounts or make changes to this advisory account through discussions with us. If you open a new advisory account or make changes to this advisory account, the terms of the new account or changes will be confirmed back to you in writing. For your advisory accounts, unless you notified us otherwise, when you signed your Single Advisory Contract, you consented to electronic delivery of ADV Brochures and other applicable regulatory disclosures. You can view these online at www.morganstanley.com/adv. You can check, or make changes to, your electronic delivery preferences by contacting a member of your Morgan Stanley team.

*This Advisory Fee Rate is effective as of the date referenced above. The fee rate is blended. This means that as the value of account assets reaches certain breakpoints, the incremental assets above each threshold are charged the applicable rate, as referenced in your fee schedule. The effective fee rate for the account as a whole is then a weighted average of the scheduled rates, and may change with the account asset level. There may be additional fees or expenses that you may incur depending on the investment products in your account. Please review the applicable investment advisory agreement and Form ADV Brochure for additional information.

+ The account holder has delegated the authority to vote proxies for the account to Institutional Shareholder Services or a third-party or Morgan Stanley-affiliated portfolio manager, as applicable.

Account Detail

Consulting Group Advisor Retirement Account
 [REDACTED]
 RPM DEFINED BENEFIT

CAL 138 PENSION TRUST FUND
 TRUSTEE DIRECTED

Investment Objectives (in order of priority): Capital Appreciation

Investment Advisory Account

Inform us if your investment objectives, as defined in the Expanded Disclosures, change.

Account Holder Votes Proxy: No

The account holder has delegated the authority to vote proxies for the account to Institutional Shareholder Services or a third-party or Morgan Stanley-affiliated portfolio manager, as applicable.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Your actual investment return may differ from the unrealized gain/(loss) displayed. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for holdings that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current Yield reflects the income generated by an investment, and is calculated by dividing the total estimated annual income by the current market value of the entire position. It does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class: Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

| Description | Market Value | 7-Day Current Yield % | Est Ann Income | APY % |
|----------------------------|--------------|------------------------|----------------|-------|
| MORGAN STANLEY BANK N.A. # | \$237.78 | — | — | 0.010 |
| | | | | |
| | Market Value | Percentage of Holdings | Est Ann Income | |
| CASH, BDP, AND MMFs | \$237.78 | 0.00% | — | |

Bank Deposits are held at Morgan Stanley Bank, N.A. and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC and each a national bank and FDIC member.

Account Detail

Consulting Group Advisor Retirement Account
 [REDACTED]
 RPM DEFINED BENEFIT

CAL 138 PENSION TRUST FUND
 TRUSTEE DIRECTED

MUTUAL FUNDS

OPEN-END NON-SWEEP MONEY MARKET FUNDS

The Current Yield is for informational purposes only and, depending upon market conditions, may differ materially from published Money Market Fund yields. Current Yield is calculated by dividing the total estimated annual income (in most cases, as of the prior month-end) by the current market value of the entire position. Investors should refer to the fund website for the most recent yield information. For holders of money market fund shares with a floating net asset value, we will provide information which may be relevant to holders who have elected to use the NAV method of tax accounting pursuant to Treasury Regulation section 1.446-7. However, since this is supplemental data, it will not be furnished to the Internal Revenue Service.

| Security Description | Quantity | Unit Cost | Share Price | Total Cost | Market Value | Est Ann Income | Current Yield % |
|------------------------------------|---------------|-----------|-------------|------------|----------------|----------------|-----------------|
| INVESCO TREASURY PTF INSTL (TRPXX) | 3,016,013.230 | N/A | \$1.0000 | N/A | \$3,016,013.23 | \$314.00 | 0.01 |

Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: Cash

OPEN-END MUTUAL FUNDS

Although share price is displayed only to three decimal places, calculation of Market Value is computed using the full share price in our data base, which may carry out beyond three decimal places. Estimated Annual Income is based upon historical distributions over the preceding 12-month period, rather than on the most recent dividend. Current Yield is calculated by dividing the total estimated annual income by the current market value of the position, and it is for informational purposes only. Distributions may consist of income, capital gains or the returns of capital distributions. EAI is based upon information provided by an outside vendor and is not verified by us. Depending upon market conditions, Current Yield may differ materially from published Fund yields. Investors should refer to the Fund website for the most recent yield information.

"Total Purchases vs. Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash; due to but not limited to: investments made prior to addition of this information on statements; securities transfers; timing of recent distributions; and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

| Security Description | Trade Date | Quantity | Unit Cost | Share Price | Total Cost | Market Value | Unrealized Gain/(Loss) | Est Ann Income | Current Yield % |
|------------------------------------|------------|-------------|-----------|-------------|----------------|----------------|------------------------|----------------|-----------------|
| VANGUARD SH TM FEDERAL ADM (VSGDX) | 4/10/19 | 198,931.648 | \$10.620 | \$10.940 | \$2,112,654.10 | \$2,176,312.23 | \$63,658.13 | LT A | |
| | 4/11/19 | 31.332 | 10.610 | 10.940 | 332.43 | 342.77 | 10.34 | LT A | |
| | 4/30/19 | 952.029 | 10.620 | 10.940 | 10,110.55 | 10,415.20 | 304.65 | LT A | |
| | 5/31/19 | 1,311.649 | 10.680 | 10.940 | 14,008.41 | 14,349.44 | 341.03 | LT A | |
| | 6/28/19 | 1,247.989 | 10.710 | 10.940 | 13,365.96 | 13,653.00 | 287.04 | LT A | |
| | 7/31/19 | 918.117 | 10.690 | 10.940 | 9,814.67 | 10,044.20 | 229.53 | LT A | |
| | 8/30/19 | 863.096 | 10.780 | 10.940 | 9,304.18 | 9,442.27 | 138.09 | LT A | |
| | 9/30/19 | 781.109 | 10.740 | 10.940 | 8,389.11 | 8,545.33 | 156.22 | LT A | |
| | 10/31/19 | 800.701 | 10.750 | 10.940 | 8,607.54 | 8,759.67 | 152.13 | LT A | |
| | 11/29/19 | 705.751 | 10.730 | 10.940 | 7,572.71 | 7,720.92 | 148.21 | LT A | |
| | 12/31/19 | 728.783 | 10.730 | 10.940 | 7,819.84 | 7,972.89 | 153.05 | LT A | |
| | 1/31/20 | 734.232 | 10.790 | 10.940 | 7,922.36 | 8,032.50 | 110.14 | LT A | |

Account Detail

Consulting Group Advisor Retirement Account
 CAL 138 PENSION TRUST FUND
 TRUSTEE DIRECTED
 RPM DEFINED BENEFIT

| Security Description | Trade Date | Quantity | Unit Cost | Share Price | Total Cost | Market Value | Unrealized Gain/(Loss) | Est Ann Income | Current Yield % |
|--|------------|-------------|-----------|-------------|--------------|---------------------|------------------------|----------------|-----------------|
| | 2/28/20 | 653.736 | 10.880 | 10.940 | 7,112.65 | 7,151.87 | 39.22 LT A | | |
| | 3/31/20 | 676.323 | 10.940 | 10.940 | 7,398.97 | 7,398.97 | 0.00 LT A | | |
| | 4/30/20 | 597.911 | 10.940 | 10.940 | 6,541.15 | 6,541.15 | 0.00 LT A | | |
| | 5/29/20 | 448.311 | 10.980 | 10.940 | 4,922.45 | 4,904.52 | (17.93) LT A | | |
| | 6/30/20 | 332.147 | 11.010 | 10.940 | 3,656.94 | 3,633.69 | (23.25) LT A | | |
| | 7/31/20 | 369.785 | 11.010 | 10.940 | 4,071.33 | 4,045.45 | (25.88) ST A | | |
| | 8/31/20 | 382.305 | 11.020 | 10.940 | 4,213.00 | 4,182.42 | (30.58) ST A | | |
| | 9/30/20 | 262.377 | 11.020 | 10.940 | 2,891.39 | 2,870.40 | (20.99) ST A | | |
| | 10/30/20 | 192.442 | 11.020 | 10.940 | 2,120.71 | 2,105.32 | (15.39) ST A | | |
| Purchases | | 211,921.773 | | | 2,252,830.45 | 2,318,424.21 | 65,686.60 LT | | |
| | | | | | | | (92.84) ST | | |
| Short Term Reinvestments | | 2,818.912 | | | 30,935.70 | 30,838.90 | (96.80) ST | | |
| Total | | 214,740.685 | | | 2,283,766.15 | 2,349,263.09 | 65,686.60 LT | 19,799.00 | 0.84 |
| | | | | | | | (189.64) ST | | |
| Total Purchases vs Market Value Net Value Increase/(Decrease) | | | | | 2,252,830.45 | 2,349,263.09 | 96,432.64 | | |

Enrolled In MS Dividend Reinvestment: Capital Gains Reinvest: Asset Class: FI & Pref

| | | | | | | | | | |
|---------------------------------------|----------|-------------|--------|--------|--------------|--------------|----------------|--|--|
| VANGUARD SH TM TSY ADM (VFIRX) | 4/10/19 | 173,795.961 | 10.510 | 10.700 | 1,826,595.55 | 1,859,616.78 | 33,021.23 LT A | | |
| | 4/11/19 | 32.080 | 10.500 | 10.700 | 336.84 | 343.26 | 6.42 LT A | | |
| | 4/30/19 | 1,056.660 | 10.510 | 10.700 | 11,105.50 | 11,306.26 | 200.76 LT A | | |
| | 5/31/19 | 1,558.424 | 10.570 | 10.700 | 16,472.54 | 16,675.14 | 202.60 LT A | | |
| | 6/28/19 | 1,452.923 | 10.590 | 10.700 | 15,386.45 | 15,546.28 | 159.83 LT A | | |
| | 7/31/19 | 968.104 | 10.560 | 10.700 | 10,223.18 | 10,358.71 | 135.53 LT A | | |
| | 8/30/19 | 835.717 | 10.640 | 10.700 | 8,892.03 | 8,942.17 | 50.14 LT A | | |
| | 9/30/19 | 776.004 | 10.600 | 10.700 | 8,225.64 | 8,303.24 | 77.60 LT A | | |
| | 10/31/19 | 759.693 | 10.610 | 10.700 | 8,060.34 | 8,128.72 | 68.38 LT A | | |
| | 11/29/19 | 650.321 | 10.590 | 10.700 | 6,886.90 | 6,958.43 | 71.53 LT A | | |
| | 12/31/19 | 625.412 | 10.590 | 10.700 | 6,623.11 | 6,691.91 | 68.80 LT A | | |
| | 1/31/20 | 0.034 | 10.588 | 10.700 | 0.36 | 0.36 | 0.00 LT A | | |
| | 1/31/20 | 552.590 | 10.640 | 10.700 | 5,879.56 | 5,912.71 | 33.15 LT A | | |
| | 2/28/20 | 398.765 | 10.740 | 10.700 | 4,282.74 | 4,266.79 | (15.95) LT A | | |
| | 3/31/20 | 679.083 | 10.830 | 10.700 | 7,354.47 | 7,266.19 | (88.28) LT A | | |
| | 4/30/20 | 502.834 | 10.850 | 10.700 | 5,455.75 | 5,380.32 | (75.43) LT A | | |
| | 5/29/20 | 59.709 | 10.880 | 10.700 | 649.63 | 638.89 | (10.74) LT A | | |
| | 6/30/20 | 31.608 | 10.890 | 10.700 | 344.21 | 338.21 | (6.00) LT A | | |
| | 7/31/20 | 28.236 | 10.910 | 10.700 | 308.06 | 302.13 | (5.93) ST A | | |
| | 8/31/20 | 286.659 | 10.920 | 10.700 | 3,130.32 | 3,067.25 | (63.07) ST A | | |

Account Detail

Consulting Group Advisor Retirement Account
 CAL 138 PENSION TRUST FUND
 TRUSTEE DIRECTED
 RPM DEFINED BENEFIT

| Security Description | Trade Date | Quantity | Unit Cost | Share Price | Total Cost | Market Value | Unrealized Gain/(Loss) | Est Ann Income | Current Yield % |
|--|------------------------|-------------|-----------|-------------|-----------------------|-----------------------|---|------------------------------------|-----------------|
| | 9/30/20 | 180.629 | 10.920 | 10.700 | 1,972.47 | 1,932.73 | (39.74) ST A | | |
| | 10/30/20 | 92.610 | 10.910 | 10.700 | 1,010.38 | 990.93 | (19.45) ST A | | |
| Purchases | | 185,324.056 | | | 1,949,196.03 | 1,982,967.41 | 33,899.57 LT (128.19) ST | | |
| Short Term Reinvestments | | 4,220.116 | | | 45,413.81 | 45,155.24 | (258.57) ST | | |
| Total | | 189,544.172 | | | 1,994,609.84 | 2,028,122.64 | 33,899.57 LT (386.76) ST | 10,088.00 | 0.50 |
| Total Purchases vs Market Value Net Value Increase/(Decrease) | | | | | 1,949,196.03 | 2,028,122.64 | 78,926.61 | | |
| Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: FI & Pref | | | | | | | | | |
| OPEN-END MUTUAL FUNDS | | | | | \$4,278,375.99 | \$4,377,385.73 | \$99,586.17 LT \$(576.40) ST | \$29,887.00 | 0.68% |
| | Percentage of Holdings | | | | Total Cost | Market Value | Unrealized Gain/(Loss) | Est Ann Income | Current Yield % |
| MUTUAL FUNDS | 100.00% | | | | \$4,278,375.99 | \$7,393,398.96 | \$99,586.17 LT \$(576.40) ST | \$30,201.00 | 0.41% |
| | Percentage of Holdings | | | | Total Cost | Market Value | Unrealized Gain/(Loss) | Est Ann Income Accrued Interest | Current Yield % |
| TOTAL VALUE | 100.00% | | | | \$4,278,375.99 | \$7,393,636.74 | \$99,586.17 LT \$(576.40) ST | \$30,201.00 | 0.41% |

Unrealized Gain/(Loss) totals only reflect positions that have both cost basis and market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' or 'Pending Corporate Actions' are not included.

A - You executed this transaction elsewhere and later transferred the security to this account. Another financial institution has provided the transaction detail for this position.

ALLOCATION OF ASSETS

| | Cash | Equities | Fixed Income & Preferred Securities | Alternatives | Structured Investments | Other |
|-----------------------------------|-----------------------|----------|-------------------------------------|--------------|------------------------|----------|
| Cash, BDP, MMFs | \$237.78 | — | — | — | — | — |
| Mutual Funds | 3,016,013.23 | — | \$4,377,385.73 | — | — | — |
| TOTAL ALLOCATION OF ASSETS | \$3,016,251.01 | — | \$4,377,385.73 | — | — | — |

Account Detail

Consulting Group Advisor Retirement Account
 [REDACTED]
 RPM DEFINED BENEFIT

CAL 138 PENSION TRUST FUND
 TRUSTEE DIRECTED

ACTIVITY

CASH FLOW ACTIVITY BY DATE

| Activity Date | Settlement Date | Activity Type | Description | Comments | Quantity | Price | Credits/(Debits) |
|-----------------------------|-----------------|-----------------------|---|--|-------------|---------|------------------|
| 6/1 | | Dividend | VANGUARD SH TM FEDERAL ADM DIV PAYMENT | | | | \$1,372.64 |
| 6/1 | | Dividend | VANGUARD SH TM TSY ADM DIV PAYMENT | | | | 924.66 |
| 6/1 | | Dividend Reinvestment | VANGUARD SH TM FEDERAL ADM | REINVESTMENT a/o 05/28/21 | 125.241 | 10.9600 | (1,372.64) |
| 6/1 | | Dividend Reinvestment | VANGUARD SH TM TSY ADM | REINVESTMENT a/o 05/28/21 | 86.095 | 10.7400 | (924.66) |
| 6/22 | | Refund | INVESCO TREASURY PTF I | | | | 32.30 |
| 6/22 | 6/22 | Sold | INVESCO TREASURY PTF INSTL | | 610,000.000 | 1.0000 | 610,000.00 |
| 6/23 | | Funds Transferred | WIRED FUNDS SENT | BENE: LOCAL 138 PENSION TRUST ACCT [REDACTED] | | | (610,000.00) |
| 6/30 | | Dividend | INVESCO TREASURY PTF INSTL | | | | 28.96 |
| 6/30 | | Dividend Reinvestment | INVESCO TREASURY PTF INSTL | REINVESTMENT | 28.960 | 1.0000 | (28.96) |
| NET CREDITS/(DEBITS) | | | | | | | \$32.30 |

Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request.

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

| Activity Date | Activity Type | Description | Credits/(Debits) |
|---------------|----------------------|----------------------|------------------|
| 6/23 | Automatic Investment | BANK DEPOSIT PROGRAM | \$32.30 |

MESSAGES

Consolidated Statement of Financial Condition (in millions of dollars):

At December 31, 2020 Morgan Stanley Smith Barney LLC had net capital of \$2,030 which exceeded the Securities and Exchange Commission's minimum requirement by \$1,842. A copy of the Morgan Stanley Smith Barney LLC Consolidated Statement of Financial Condition at December 31, 2020 can be viewed online at: http://www.morganstanley.com/about-us-ir/shareholder/morganstanley_smithbarney_llc.pdf, or may be mailed to you at no cost by calling 1 (866) 825-1675, after March 15, 2021.

Protecting Yourself from Fraudulent Scams—An Important Message For Our Clients

The COVID 19 crisis is creating opportunities for fraudsters to exploit individuals, especially senior citizens. The safety of our clients is of utmost importance to Morgan Stanley. We are taking this opportunity to alert our clients of the following scams that have been identified by a number of organizations. **Please be reminded that you should never provide your account numbers, passwords, or personal information, including your social security number, to anyone you do not know.** Be aware that as a result of COVID 19, these scams have been identified: **Treatment scams; Supply scams; Provider scams; Charity scams; Phishing scams; App scams; Investment scams; Tech Support scams; Home Sanitation scams; and Government Assistance scams.**

If you have any questions regarding these scams, please immediately contact us.

Senior Investor Helpline

For any inquiries or potential concerns, senior investors or someone acting on their behalf may contact our Firm by calling (800) 280-4534.

Account Detail

Consulting Group Advisor Retirement Account
[REDACTED]
RPM DEFINED BENEFIT

CAL 138 PENSION TRUST FUND
TRUSTEE DIRECTED

Important Information About Advisory Accounts

Please contact us if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of your Investment Advisory accounts, or to reasonably modify existing restrictions.

For a copy of the applicable ADV Brochure for Morgan Stanley Smith Barney LLC, or for any investment adviser with whom we contract to manage your investment advisory account, please visit www.morganstanley.com/ADV. These ADV Brochures contain important information about our advisory programs.

Online Availability of Client Relationship Summary and Other Disclosures

The Morgan Stanley Client Relationship Summary as well as other applicable regulatory disclosures are available at www.morganstanley.com/disclosures/account-disclosures. Please visit this website and review these documents carefully, as they provide important information.

Local 138 Pension Trust Fund

**Application for
Special Financial Assistance**

Required Trustee Signature

Pursuant to Pension Benefit Guaranty Corporation's (PBGC) Interim Final Rule, 29 CFR Parts issued under Section 4000 and 4262 of the Employee Retirement Income Security Act, as amended 1974 ("ERISA") and published in the Federal Register on July 12, 2021 (the "Regulations"), the Board of Local 138 Pension Trust Fund (the "Plan") submits this application, along with the accompanying Exhibits, to the PBGC for approval of Special Financial Assistance.

Name: Gerard Fasano

Signature: 

Date: Aug 18, 2021

Title: Authorized Trustee

Table of Contents

| | |
|--|----------|
| A. Plan Identifying Information | 1 |
| B. Plan Documents | 1 |
| C. Plan Data | 4 |
| D. Plan Statements | 5 |
| E. Checklist and Certifications | 7 |

A. Plan Identifying Information

| | |
|--------------------------------|---|
| Name of the Plan | Local 138 Pension Trust Fund |
| Employer Identification Number | 11-6170655 |
| Three-digit Plan Number | 001 |
| Notice filer name | Vincent Regalbuto, ASA, EA, MAAA Enrolled Actuary No.: 20-08116 O'Sullivan Associates 1236 Brace Rd. Unit E Cherry Hill, NJ 08034 (856) 795-7777 ext. 208 vincent@osullivanassociates.com |
| Role of filer | Plan's Actuary |
| Total Amount Requested | \$ 110,212,179 |

B. Plan Documents

(1) Plan documentation

a. Plan document and amendments

See attached documents:

- Most recent plan document, file labeled: *PD 138 14.pdf*
 - On September 24, 2020, the suspension of benefits rules were rescinded effective January 1, 2021, see the attached minutes of that meeting labeled *Min 20200924 138.pdf* containing the resolution.

b. Trust Agreement and amendments

See attached document labeled: *TA 138.pdf*, and all subsequent amendments adopted are attached as a file labeled *TA amds 138.pdf*.

c. Amendment required by 4262.6(e)(1) of PBGC's SFA Regulation

See attached document labeled: *Amd 1 138 21.pdf*

d. Proposed plan amendment required by 4262.6(e)(2) of PBGC's SFA Regulation

The Plan has not suspended benefits, therefore this is not required.

e. Statement Plan was Partitioned

The Plan was not partitioned, therefore this is not required.

f. Most recent IRS determination letter

See attached document labeled: *Dtr Ltr 138 14.pdf*

(2) Actuarial Valuation Reports

See attached documents labeled:

- *2018AVR 138 PF.pdf*
- *2019AVR 138 PF.pdf*
- *2020AVR 138 PF.pdf*

(3) Rehabilitation Plan

Attached is the original rehabilitation plan along with all updates since. The documents are labeled as follows:

- *RP 138 08.pdf*
- *RP 138 10.pdf*
- *RP update 138 11.pdf*

All employers contribute to the Plan on the Preferred Schedule, therefore 100% of the contributions in the most recent plan year were made under the Non-Default schedule.

(4) Form 5500

See attached document labeled: *2019Form5500 138 PF.pdf*

(5) Zone Certifications

See attached documents labeled:

- *2018Zone20180330 138 PF.pdf*
- *2019Zone20190331 138 PF.pdf*
- *2020Zone20200330 138 PF.pdf*
- *2021Zone20210330 138 PF.pdf*

(6) Account Statements

See attached documents labeled:

- *Ben Acct Statement 138.pdf*
- *Gen Acct Statement 138.pdf*
- *Inv Acct Statement 138.pdf*

(7) Plan's Financial Statements

See attached document labeled: *Audit Draft 138 21.pdf*

(8) Withdrawal Liability Documentation

All withdrawal liability is assessed, determined, demanded, and collected in accordance with the provisions of 29 U.S.C § 1381 et. seq. and the Fund's Rules for determining withdrawal liability. Withdrawal liability assessments are calculated pursuant to 29 U.S.C § 1391(c)(3), often referred to as the Rolling Five Method, and utilizing the De Minimis Rule detailed in 29 U.S.C § 1389(a).

The Trustees pursue the collection of withdrawal liability diligently. They seek a full recovery of the amount assessed, employing all means available to do so.

Settlement of an employer's withdrawal liability will be considered if such settlement is in the best interests of the Fund's participants and beneficiaries, based on the relevant facts and circumstances.

The Trustees will accept a settlement in full satisfaction of an Employer's withdrawal liability, taking into account the following:

- Whether the amount of the settlement is reasonable in relation to the assessment;
- The strength of the claim and any defenses to it;
- The costs and vagaries of litigation;
- The financial integrity of the Employer and the likelihood of collecting the entire amount of the withdrawal liability from it;
- The possible expenses that may be incurred in attempting to collect on a judgment; and
- Any other considerations which the Trustees, in their discretion find relevant to their determination.

In determining whether a settlement offer is reasonable, the Trustees will compare the offer to the present value of the remaining withdrawal liability payments under different interest assumptions.

The Trustees are assisted in this process by the Fund's counsel and actuary.

Typically, a counter offer will be made in response to an initial settlement offer. And the parties will often negotiate to a mutually acceptable amount.

(9) Bank Information for Payment

See the attached partially completed ACH Vendor Payment Enrollment Form, labeled *ACH Pmt Form.pdf*

C. Plan Data

(1) Form 5500 projection

See attached file labeled: *Template 1 138 PF.xlsx*

(2) Contributing Employers

The Plan has less than 10,000 participants, therefore this is not required.

(3) Historical Plan Information

See attached file labeled: *Template 3 138 PF.xlsx*

(4) SFA Determination

See attached file labeled: *Template 4 138 PF.xlsx*

(5) Baseline Details

See attached file labeled: *Template 5 138 PF.xlsx*

(6) Reconciliation Details

See attached file labeled: *Template 6 138 PF.xlsx*

(7) Assumption Details

a. Assumptions for SFA Eligibility

The Plans eligibility is based on the Zone Certification as of January 1, 2020 and no assumptions were changed to determine eligibility, therefore as per PBGC instructions this is not required.

b. Assumptions for SFA Amount

See attached file labeled: *Template 7 138 PF.xlsx*

(8) Contribution and Withdrawal Liability Detail

See attached file labeled: *Template 8 138 PF.xlsx*

(9) Participant Data

The Plan has less than 350,000 participants, therefore this is not required.

D. Plan Statements

(1) SFA request cover letter

See attached: *Cover Letter 138 PF.pdf*

(2) Plan Sponsor Information

| | |
|---------------------------|---|
| Name | Board of Trustees of Local 138 Pension Trust Fund |
| Address | 2151 Marion Place Baldwin, NY 11510 |
| Email | ██████████@gmail.com |
| Phone Number | 516-378-2110 |
| Authorized Representative | Gerard Fasano |
| Attorneys | Charles Pergue cpergue@carykanelaw.com Cary Kane, LLP 1350 Broadway, Suite 1400 New York, NY 10018 (212) 871-0532 |

(3) Eligibility

The Local 138 Pension Trust Fund meets the eligibility requirements under ERISA §4262(b)(1)(A) as the Plan was certified in Critical & Declining Status as of January 1, 2020 as seen in the attached zone certification labeled *2020Zone20200330 138 PF.pdf*.

(4) Priority Group Identification

Under PBGC Regulation §4262.10(d)(2) the Local 138 Pension Trust Fund is in Priority Group 1 since the Plan is projected to be insolvent by March 11, 2022. The attached document *2021Zone20210330 138 PF.pdf* provides the projected cash flows for the Plan year ending December 31, 2022 and shows the Plan will not have enough available resources to pay full benefits for the year and thus the Plan will be deemed insolvent on January 1, 2022, the start of the Plan's insolvency year and supports the Plans inclusion in Priority Group 1, per PBGC Regulation §4262.7(c).

(5) Development of the assumed future contributions and future withdrawal liability payments

Future Contributions

The attached worksheet labeled *CR Calc 138 21.xlsx* details the calculation of the average contribute rate used for the Plan Years in the SFA coverage period.

The annual weeks assumption of 8,500 for 2021 is based on historical data and a total of 170 active members working 50 weeks a year. The annual weeks are assumed to reduce 2.4% a year for 5 years due to small employers withdrawing to an ultimate annual weeks assumption of 7,528 in 2026 and beyond.

Employer Withdrawal Liability Payments

Currently only one employer is paying withdrawal liability payments. The employer is HB Day and is scheduled to make 4 quarterly payments of \$10,865.50 each Plan Year until 2035 in which they will make one final payment of \$10,865.50.

All future withdrawn employers are assumed to withdraw due to bankruptcy as historically small employers from this Plan have gone bankrupt, therefore there are no other assumed future withdrawal liability payments.

(6) Assumptions

a. Eligibility Assumptions

The Plans eligibility is based on the Zone Certification as of January 1, 2020 and no assumptions were changed to determine eligibility, therefore as per PBGC instructions this is not required.

b. SFA Assumptions

The changes in assumptions and the rationale for such changes are detailed in the attached document labeled *SFA Assumptions 138 PF.pdf*.

(7) How Plan Will Reinstate Benefits

The Plan has not suspended any benefits therefore this is not required.

(8) Reconciliation of Fair Market of Plan Assets as of SFA Measurement Date

The asset amount as of June 30, 2021 (the Special Financial Assistance (SFA) measurement date), was developed by taking the asset value as of January 1, 2021 in the amount of \$11,385,165 (asset value less the amount held for withdrawal liability receivable), as seen on the most recent plan financial statement (document labeled: *Audit Draft 138 21.pdf*), and applying the Plan's contributions, withdrawal liability payments, other income, benefit payments, and plan expenses for the six month period ending June 30, 2021 as provided by the Fund Office in the profit and loss statement along with the investment income as reported on the investment performance reports for the periods of January 1, 2021 through March 31, 2021 and April 1 through June 30, 2021. Both the profit and loss statement and investment reports can be seen after the first page of the attached document labeled *Asset Reconcile 138 21.pdf*. This reduced the asset value by \$3,314,289 to \$8,070,876 as of June 30, 2021 (the SFA measurement date).

E. Checklist and Certifications

(1) SFA Application Checklist

See attached file labeled: *Template Checklist 138 PF.xlsx*

(2) Certification if Plan is eligible under section 4262(b)(1)(C) of ERISA

The Plan is not eligible under section 4262(b)(1)(C) of ERISA, therefore this is not required.

(3) Certification of Priority Status

Under PBGC Regulation §4262.10(d)(2) the Local 138 Pension Trust Fund is in Priority Group 1 since the Plan is projected to be insolvent by March 11, 2022. The attached document 2021Zone20210330 138 PF.pdf provides the projected cash flows for the Plan year ending December 31, 2022 and shows the Plan will not have enough available resources to pay full benefits for the year and thus the Plan will be deemed insolvent on January 1, 2022, the start of the Plan's insolvency year and supports the Plans inclusion in Priority Group 1, per PBGC Regulation §4262.7(c).

Therefore, to the best of our knowledge and belief, the Plan is included in Priority Group 1, per PBGC Regulation §4262.7(c).

Certified by:



Vincent Regalbuto, ASA, EA, MAAA
Enrolled Actuary No.: 20-08116
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

August 18, 2021



Craig A. Voelker, FSA, EA
Enrolled Actuary No.: 20-05537
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

August 18, 2021

(4) Certification by Plan's Enrolled Actuary Certifying SFA Amount

All calculations in this application were prepared on behalf of the Local 138 Pension Trust Fund based on employee data, asset statements and plan documents provided by the Plan sponsor or its representatives. We relied upon the data as submitted, without formal audit. However, the data was tested for reasonableness, and we have no reason to believe that any other information which would have had a material effect on the results of this valuation was overlooked.

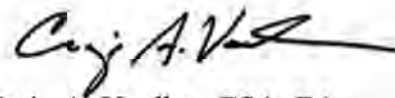
Therefore, to the best of our knowledge and belief, the requested amount of Special Financial Assistance (SFA) is the amount to which the plan is entitled under section 4262(j)(1) of ERISA and section 4262.4 of PBGC's SFA regulation and the information presented in this application is complete and accurate, and each assumption used represents our best estimate of anticipated experience under the Plan. The assumptions used to calculate the SFA can be found in the attached document labeled *SFA Assumptions 138 PF.pdf*.

Certified by:



Vincent Regalbuto, ASA, EA, MAAA
Enrolled Actuary No.: 20-08116
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

August 18, 2021



Craig A. Voelker, FSA, EA
Enrolled Actuary No.: 20-05537
1236 Brace Rd. Unit E
Cherry Hill, NJ 08034
Phone (856) 795-7777

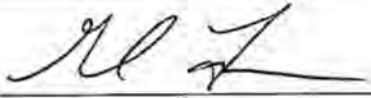
August 18, 2021

(5) **Certification of Plan Sponsor to the Accuracy of the Fair Market of Plan Assets**

This asset amount as of June 30, 2021 (the Special Financial Assistance (SFA) measurement date), was developed by taking the asset value as of January 1, 2021 in the amount of \$11,385,165 (asset value less the amount held for withdrawal liability receivable), as seen on the most recent plan financial statement (document labeled: *Audit Draft 138 21.pdf*), and applying the Plan's contributions, withdrawal liability payments, other income, benefit payments, and plan expenses for the six month period ending June 30, 2021 as provided by the Fund Office in the profit and loss statement along with the investment income as reported on the investment performance reports for the periods of January 1, 2021 through March 31, 2021 and April 1 through June 30, 2021. Both the profit and loss statement and investment reports can be seen after the first page of the attached document labeled *Asset Reconcile 138 21.pdf*. This reduced the asset value by \$3,314,289 to \$8,070,876 as of June 30, 2021 (the SFA measurement date).

Therefore, I certify the accuracy of the fair market value of the assets as of June 30, 2021 (the Special Financial Assistance (SFA) measurement date), in the amount of \$8,070,876.

Name: Giward Fasano

Signature: 

Date: Aug. 18, 2021

Title: Authorized Trustee

(6) Certification the proposed plan amendment provided under Section B, Item 1d will be timely adopted

The Plan did not suspend benefits, therefore this is not required.

(7) **Penalty of Perjury Statement Pursuant to PBGC Regulation §4262.6(b)**

Under penalties of perjury under the laws of the United States of America, I declare that I have examined this application, including accompanying documents, and, to the best of my knowledge and belief, the application contains all the relevant facts relating to the application, and such facts are true, correct, and complete.

Name: Gerard Fasano

Signature: 

Date: Aug 18, 2021

Title: Authorized Trustee

Teamsters' Local 138 Pension Plan

Initial Rehabilitation Plan Under IRC Section 432(e)

Effective Date – November 25, 2008

November 25, 2008

Table of Contents

A. Introduction

B. General Provisions of Rehabilitation Plan

- 1) Plan Amendments Effective January 1, 2009
- 2) Contribution and Benefit Schedules to be Provided to Bargaining Parties
- 3) Duration of Contribution and Benefit Schedules
- 4) Annual Standards For Meeting Requirements of Rehabilitation Plan
- 5) Reduction in Adjustable Benefits Pursuant to Collective Bargaining Outcomes
- 6) Allowance for Funding and Reduction in Adjustable Benefits for Participants for whom Contributions Not Currently Required to be Made

C. Explanation of Why Plan Is Not Expected to Emerge From Critical Status

D. Updates to Rehabilitation Plan and Schedules

- 1) Annual Updates to Rehabilitation Plan
- 2) Annual Updates to Contribution Schedules

E. Application for Extension of Amortization Periods

- 1) Application for Automatic Extension of Amortization Periods
- 2) Application for Additional Alternative Extension of Amortization Periods

Exhibits - Contribution and Benefit Schedules

- I. 10-Year Rehabilitation Plan Schedules Considered But Rejected
- II. 20-Year Rehabilitation Plan Schedules Considered But Rejected
- III. Comparison of Estimated Annual Employer Contributions under Rejected 10- and 20-Year Schedules vs 2008 Contributions vs Annual Withdrawal Liability Payments
- IV. Rehabilitation Plan - "Basic" Employer Contribution Schedule
- V. Rehabilitation Plan - Benefit and "Additional" Employer Contribution Schedules

Introduction and General Provisions of Rehabilitation Plan

A. Introduction

The Local 138 Pension Plan (the "Plan") has been determined by the Plan's actuary to be in "critical status" [as defined in Section 432(b)(2) of the Internal Revenue Code of 1986, as amended (the "IRC")] for its 2008 calendar Plan Year.

In accordance with IRC Section 432(e)(1)(A), the Trustees of the Local 138 Pension Trust Fund (the "Plan Sponsor") hereby adopts this rehabilitation plan (the "Rehabilitation Plan") effective as of its adoption date of November 25, 2008.

The Rehabilitation Period [as defined in IRC Section 432(e)(4)] for the Plan shall, in general, be the 10-year period beginning January 1, 2011. If the Plan emerges from critical status before the end of such 10-year period, the Rehabilitation Period shall end with the Plan Year preceding the Plan Year for which the Plan's actuary certifies that the Plan is no longer in critical status.

B. General Provisions of Rehabilitation Plan

The Plan Sponsor has determined that, based on reasonable actuarial assumptions and upon exhaustion of all reasonable measures, the Plan can not reasonably be expected to emerge from critical status by the end of the Rehabilitation Period, or at any later time. As a result, in accordance with IRC Section 432(e)(3)(A)(ii), this Rehabilitation Plan consists of the following reasonable measures to forestall possible insolvency [within the meaning of section 4245 of the Employee Retirement Income Security Act of 1974 ("ERISA")]:

1) Plan Amendments Effective January 1, 2009 -

The Plan will be amended by the Plan Sponsor, effective January 1, 2009, as follows:

- a) Accrued benefits as of December 31, 2008 will be determined for each Plan participant, subject to the following:
 - i) Such accrued benefits will be protected in accordance with IRC Section 411(d)(6) with respect to the Plan's 25&Out Retirement provisions; that is, except as otherwise provided under this Rehabilitation Plan, participants who retire on and after 1/1/2009 with 25 or more years of Benefit Service (including Benefit Service earned after 1/1/2009) can commence receiving their 12/31/2008 accrued benefits without reduction.

- b) Future benefits will accrue each Plan Year beginning on and after January 1, 2009 in accordance with the 1% Benefit Schedule set forth in Exhibit V attached hereto, subject to the following:
- i) Normal Retirement Age shall be the later of age 65 and the 5th anniversary of the date of participation;
 - ii) Benefit Service for each Plan Year shall be equal to one month for each 200 completed hours of service during such Plan Year and one month for any residual hours totaling more than 0 hours but less than 200 hours for such Plan Year, subject to a maximum of 12 such months in any one Plan Year; and
 - iii) Benefit Accruals with respect to a Plan participant for a Plan Year shall be based on the highest contribution rate during such Plan Year for which contributions were required to be made on behalf of such participant.
- c) A Plan participant's benefits shall equal to the sum of the benefits set forth in B.1(a) and B.1(b), above, until such time as a Contribution and Benefit Schedule becomes applicable to him as a result of collective bargaining pursuant to B.2, below.

2) **Contribution and Benefit Schedules to be Provided to Bargaining Parties -**

- a) With respect to each Collective Bargaining Agreement ("CBA") that was in effect as of March 27, 2008, and that has not been renewed prior to December 23, 2008 (the date as of which the Plan Sponsor will have first provided to the bargaining parties the Contribution and Benefit Schedules included as Exhibits IV and V herein) and accepted by the Plan Sponsor [taking into account the restrictions of IRC Section 432(f)(4)], the bargaining parties shall agree to adopt one of the Contribution and Benefit Schedules available for election as of such adoption date, with such Contribution and Benefit Schedule taking effect on the effective date of such renewed CBA.
- b) If the bargaining parties fail to adopt a Contribution and Benefit Schedule pursuant to B.2(a), above, then the Plan Sponsor shall, in accordance with IRC Section 432(e)(3)(C), implement the Default Schedule (set forth in Exhibit V, Schedule A herein), and such Default Schedule shall take effect on the earlier of (i) the date the Secretary of Labor certifies that the parties are at an impasse, or (ii) the date which is 180 days after the date on which such CBA expires.

3) **Duration of Contribution and Benefit Schedules -**

Once a Contribution and Benefit Schedule described in B.2, above, takes effect, it shall remain in effect for the duration of the CBA with respect to which it was provided by the Plan Sponsor and relied upon by the bargaining parties.

4) **Annual Standards For Meeting Requirements of Rehabilitation Plan –**

Because the nature of this Rehabilitation Plan imposes contribution requirements on employers that are actuarially equivalent to those associated with withdrawal from the Plan, the Rehabilitation Plan will be met if

- (a) one of the contribution and benefit schedules is adopted (or the default schedule is imposed) pursuant to collective bargaining, pursuant to B.2, above.,
- (b) withdrawal liability is imposed and collected with respect to employers that withdraw from the Plan,
- (c) required contributions are billed on a timely basis and any failure by a contributing or withdrawn employer to remit such contributions on a timely basis is promptly dealt with by the Plan Sponsor, and
- (d) the Rehabilitation Plan continues to enable the Plan to forestall possible insolvency, when compared against the Plan in effect prior to the adoption of the Rehabilitation Plan.

5) **Reduction in Adjustable Benefits Pursuant to Collective Bargaining Outcomes –**

Subject to the notice requirement under IRC Section 432(e)(8)(C), the Plan Sponsor shall make any reductions to adjustable benefits [as defined in IRC Section 432(e)(8)(iv)] which the Plan Sponsor deems appropriate, based upon the outcome of collective bargaining over the Contribution and Benefit Schedules. In the event that a contributing employer withdraws from the Plan, any adjustable benefits with respect to covered employees of such employer shall be reduced or eliminated by the Plan Sponsor to the maximum extent permitted by law.

6) **Allowance for Funding and Reduction in Adjustable Benefits for Participants for whom Contributions Not Currently Required to be Made –**

The contribution rates included in the Contribution and Benefits Schedules include an allowance for funding the benefits of participants with respect to whom contributions are not currently required to be made. The Plan Sponsor shall reduce the benefits of such participants to the extent permitted under law and considered appropriate by the Plan Sponsor based on the Plan's current overall funding status.

C. Explanation of Why Plan is not Expected to Emerge from Critical Status

- 1) Between August 17, 2006 (the enactment date of the Pension Protection Act of 2006) and early September, 2006, the Plan Sponsor evaluated various schedules of contributions and benefits that were projected by the Plan's actuary to enable the Plan to emerge from critical status. Such projections and schedules were updated from time to time to reflect updated actuarial valuation results
- 2) Because the additional employer contributions projected by the Plan's actuary to be necessary to enable the Plan to emerge from critical status within 10 years appeared to be unrealistic, and therefore unreasonable, projections of additional contributions needed to enable the Plan to emerge from critical status within 20 years (the maximum period for withdrawal liability payments) were also studied.
- 3) At its meeting of September 16, 2008, the Plan Sponsor was presented with updated projections by the Plan's actuary that reflected the results of the January 1, 2008 actuarial valuation. Those projections, which were refined to reflect the fact that contribution levels were expected to decline in future years due to the terms of certain existing CBA's, indicated that even projections of contributions needed to enable the Plan to emerge from critical status within 20 years were generally more expensive to employers than withdrawing from the Plan, and therefore unrealistic and unreasonable. Moreover, these projections did not reflect the Plan's investment experience during the first eight months of 2008, which had been unfavorable. These updated projections were problematic, under the reasonable assumption that employers would be unwilling to continue to participate in the Plan if the cost of doing so were to exceed the cost of withdrawing from the Plan.
- 4) Because of the dramatic decline in the Plan's asset values during September and October of 2008, the Plan Sponsor felt obligated to reflect such losses in the rehabilitation plan that it was in the process of finalizing for adoption. Once 2008 asset losses through October 2008 were reflected in the Plan actuary's projections, the additional employer contributions that would be required in order to enable the Plan to emerge from critical status within a 10-year (or even a 20-year) period turned out to be dramatically greater than the estimated withdrawal liability payments that would be imposed if the contributing employers were to withdraw from the Plan. The results of the Plan actuary's updated projections of employer contribution rates that would be required for the Plan to emerge from critical status within a 10- or 20-year period, after reflecting asset losses through October 2008, are included as Exhibits I and II, respectively. Exhibit III compares estimated annual contributions under the 10- and 20-year rehabilitation plans described in Exhibits I and II against estimated 2008 contribution levels and estimated annual withdrawal liability payment amounts for each of the Plan's contributing employers.
- 5) After reviewing the Plan actuary's projections, reflecting asset losses through October 2008, the Plan Sponsor concluded that it would not be reasonable to incorporate the related contribution and benefit schedules set forth in Exhibits I and II in the Rehabilitation Plan, since their inclusion would undoubtedly drive employers to withdraw from the Plan (in which event the Plan would not be projected to ever emerge from critical status). This conclusion effectively rendered unnecessary a detailed feasibility analysis of the burden on business operations that would result from such high additional employer contributions.

- 6) In order to reflect the practical reality that contribution levels in excess of withdrawal liability payments would likely force employers to withdraw from the Plan, the Plan Sponsor instead has incorporated contribution and benefit schedules that – except for the default schedule - are designed to impose approximately the same burden actuarially on employers that a withdrawal from the Plan would produce. Those schedules are included as Exhibits IV and V. The Default Schedule (Exhibit V, Schedule A) reflects weekly contribution and benefit levels that would enable the Plan to emerge from critical status within a 10-year period; however, the Default Schedule is only expected to apply in the event that an agreement is not reached on one of the other schedules. The other contribution and benefit schedules impose (a) a basic contribution on each employer that approximates the employer's annual withdrawal liability payments if the employer were to withdraw from the Plan (Exhibit IV) plus (b) for employers who negotiate a benefit schedule that provides for greater benefits than those that would be available to participants upon the employer's complete withdrawal from the Plan (i.e., a benefit freeze and elimination of adjustable benefits), additional weekly contributions for each eligible employee covered under the collective bargaining agreement (Exhibit V, Schedules B through E).
- 7) The Plan Actuary projects that the schedules in Exhibits IV and V will not enable the Plan to emerge from critical status. However, the Rehabilitation Plan is projected to forestall insolvency. Without the changes set forth in this Rehabilitation Plan, the Plan was projected to become insolvent (after reflecting asset losses through October 2008) circa 2021. With the changes, the Plan is projected to forestall insolvency until circa 2024.

D. Updates to Rehabilitation Plan and Schedules

1) Annual Updates to Rehabilitation Plan –

The Plan Sponsor shall annually update the Rehabilitation Plan and shall file the update with the Plan's annual report under Section 104 of ERISA. The annual update shall reflect updated projections of assets, liabilities and funding standard account credit balances provided by the Plan's actuaries, as well as a projection by the Plan's actuary as to whether or not the Plan is projected to emerge from critical status by the end of the Rehabilitation Period. Such update shall, to the extent practicable, be adopted by the Plan Sponsor prior to the end of each critical year following the first critical year (2008). The updated Rehabilitation Plan shall include such additional actions, including the update of Contribution and Benefit Schedules, as the Plan Sponsor deems may reasonably be expected to enable the Plan (a) to emerge from critical status in accordance with the Rehabilitation Plan by the end of the Rehabilitation Period, or (b) if the Plan Sponsor determines that, based on reasonable actuarial assumptions and upon exhaustion of all reasonable measures, the Plan can not reasonably be expected to emerge from critical status by the end of the Rehabilitation Period, to emerge from critical status at a later time or to forestall possible insolvency (within the meaning of Section 4245 of ERISA).

2) **Annual Updates to Contribution and Benefit Schedules –**

The Plan Sponsor shall annually update the Contribution and Benefit Schedules to update the contribution rates to reflect the experience of the Plan. Such updates shall be made in connection with the update of the Rehabilitation Plan, and shall be provided to the bargaining parties prior to the end of each critical year following the initial critical year (2008) to be relied upon for collective bargaining agreements adopted in the following critical year. For example, the first annual update of the contribution and benefit Schedules shall be adopted prior to the end of 2009, and shall be effective for CBA's adopted during 2010.

E. Application for Extension of Amortization Periods

1) **Application for Automatic Extension of Amortization Periods -**

On or before December 31, 2008, the Plan Sponsor shall file an application with the Secretary of the Treasury for an automatic extension of up to 5 years of the amortization periods for the Plan's amortization charge bases pursuant to IRC Section 431(b)(2)(B). Prior to such application, the Plan Sponsor shall notify each affected party [as defined in ERISA Section 4001(a)(21)] of such filing, and such notice shall include a description of the extent to which the Plan is funded for benefits which are guaranteed under title IV of ERISA and for benefit liabilities.

2) **Application for Additional Alternative Extension of Amortization Periods -**

The Plan Sponsor will undertake additional studies to determine whether the Plan should file an application for a longer extension – of up to 10 years – under IRC Section 431(b)(2)(C). Such IRC approval is not automatic, and the reasons for the extension must be justified.

**Exhibit I
Local 138 Pension Plan**

**Estimated Schedules of Benefits and Contributions (in \$'s) that Would be Required
Under a 10-Year Rehabilitation Plan - Considered but Rejected**

| 1/1/2008 Contribution Rate*** | Monthly Benefit Amounts per year of Benefit Service | | | Alternative Schedules A through F | | | | | |
|-------------------------------------|--|-------------------|--|---|--|---|---|---|---|
| | Benefits Earned through 2008 | | 1% Benefit Schedule** Each Year of Benefit Service | Preliminary Estimate of Total Per Participant Weekly Contributions* | | | | | |
| | Benefit Service Years 1 to 25 | Years 26 to 40 | | 1% Benefit Schedule with 0&30 - do not eliminate adjustable benefits | 1% Benefit Schedule - do not eliminate adjustable benefits | 1% Benefit Schedule with 59&30 - eliminate adjustable benefits | 1% Benefit Schedule - eliminate adjustable benefits | Freeze Plan - do not eliminate adjustable benefits | Freeze Plan - eliminate adjustable benefits |
| 10 | 11.80 | 8.70 | 5.20 | 80.80 | 59.70 | 59.70 | 58.50 | 55.70 | 53.00 |
| 12 | 12.60 | 9.45 | 6.24 | 72.96 | 71.64 | 71.64 | 70.20 | 66.64 | 63.60 |
| 14 | 13.60 | 10.20 | 7.28 | 85.12 | 83.58 | 83.58 | 81.90 | 77.98 | 74.20 |
| 16 | 14.80 | 11.10 | 8.32 | 97.28 | 95.52 | 95.52 | 93.60 | 89.12 | 84.80 |
| 18 | 16.00 | 12.00 | 9.36 | 109.44 | 107.46 | 107.46 | 105.30 | 100.28 | 95.40 |
| 20 | 17.00 | 12.75 | 10.40 | 121.60 | 119.40 | 119.40 | 117.00 | 111.40 | 106.00 |
| 22 | 19.20 | 14.40 | 11.44 | 133.76 | 131.34 | 131.34 | 128.70 | 122.54 | 118.00 |
| 23 | 19.20 | 14.40 | 11.96 | 139.84 | 137.31 | 137.31 | 134.55 | 128.11 | 121.60 |
| 24 | 20.40 | 15.30 | 12.48 | 145.92 | 143.28 | 143.28 | 140.40 | 133.88 | 127.20 |
| 26 | 22.40 | 16.80 | 13.52 | 158.08 | 155.22 | 155.22 | 152.10 | 144.82 | 137.80 |
| 28 | 24.80 | 18.60 | 14.56 | 170.24 | 167.16 | 167.16 | 163.80 | 155.96 | 148.40 |
| 30 | 26.80 | 20.10 | 15.60 | 182.40 | 179.10 | 179.10 | 175.50 | 167.70 | 159.00 |
| 32 | 28.80 | 21.60 | 16.64 | 194.56 | 191.04 | 191.04 | 187.20 | 178.24 | 169.60 |
| 34 | 30.40 | 22.80 | 17.68 | 206.72 | 202.98 | 202.98 | 198.90 | 189.38 | 180.20 |
| 36 | 32.20 | 24.15 | 18.72 | 218.88 | 214.92 | 214.92 | 210.60 | 200.52 | 190.80 |
| 38 | 33.80 | 25.35 | 19.76 | 231.04 | 226.86 | 226.86 | 222.30 | 211.86 | 201.40 |
| 40 | 35.80 | 26.85 | 20.80 | 243.20 | 238.80 | 238.80 | 234.00 | 222.80 | 212.00 |
| 42 | 37.80 | 28.35 | 21.84 | 255.36 | 250.74 | 250.74 | 245.70 | 233.94 | 222.60 |
| 44 | 39.40 | 29.55 | 22.88 | 267.52 | 262.68 | 262.68 | 257.40 | 245.08 | 233.20 |
| 46 | 41.40 | 31.05 | 23.92 | 279.68 | 274.62 | 274.62 | 269.10 | 256.22 | 243.80 |
| 48 | 43.20 | 32.40 | 24.96 | 291.84 | 286.56 | 286.56 | 280.80 | 267.36 | 254.40 |
| 50 | 45.00 | 33.75 | 26.00 | 304.00 | 298.50 | 298.50 | 292.50 | 278.50 | 265.00 |
| 52 | 48.40 | 34.80 | 27.04 | 316.16 | 310.44 | 310.44 | 304.20 | 289.64 | 275.60 |
| 54 | 47.80 | 35.70 | 28.08 | 328.32 | 322.38 | 322.38 | 315.90 | 300.78 | 286.20 |
| 56 | 49.00 | 36.75 | 29.12 | 340.48 | 334.32 | 334.32 | 327.60 | 311.92 | 296.80 |
| 58 | 50.20 | 37.65 | 30.16 | 352.64 | 346.26 | 346.26 | 339.30 | 323.06 | 307.40 |
| 60 | 51.60 | 38.70 | 31.20 | 364.80 | 358.20 | 358.20 | 351.00 | 334.20 | 318.00 |
| 62 | 53.00 | 39.75 | 32.24 | 376.96 | 370.14 | 370.14 | 362.70 | 345.34 | 328.60 |
| 64 | 54.20 | 40.65 | 33.28 | 389.12 | 382.08 | 382.08 | 374.40 | 356.48 | 339.20 |
| 66 | 55.60 | 41.70 | 34.32 | 401.28 | 394.02 | 394.02 | 386.10 | 367.62 | 349.80 |
| 68 | 59.60 | 44.70 | 35.36 | 413.44 | 405.96 | 405.96 | 397.80 | 378.76 | 360.40 |
| 70 | 64.00 | 48.00 | 36.40 | 425.60 | 417.90 | 417.90 | 409.50 | 389.90 | 371.00 |
| 71 | 64.00 | 48.00 | 36.92 | 431.68 | 423.87 | 423.87 | 415.35 | 395.47 | 376.30 |
| 72 | 66.20 | 49.65 | 37.44 | 437.76 | 429.84 | 429.84 | 421.20 | 401.04 | 381.60 |
| 74 | 67.80 | 50.85 | 38.48 | 448.92 | 441.78 | 441.78 | 432.90 | 412.18 | 392.20 |
| 76 | 68.40 | 52.05 | 39.52 | 462.08 | 453.72 | 453.72 | 444.60 | 423.32 | 402.80 |

| | A | B | C | D | E | F |
|--|---------------------------|-----|------------------------------|-----|----|----|
| Future Benefit Accruals (FBAs) for Schedules A to F | | | | | | |
| For some schedules, the 1% benefit schedule will apply with Normal Retirement Age (NRA) defined as age 65 with 5 years of service. | | | | | | |
| Does the 1% benefit schedule apply for this schedule? | Yes | Yes | Yes | Yes | No | No |
| Will unreduced early retirement also apply for FBAs? | Yes, with 30+ yrs service | No | Yes, at age 58+ with 30+ yrs | No | No | No |
| Benefits earned thru 2008 for Schedules A to F | | | | | | |
| For all schedules the benefit earned through 12/31/2008 (AB 12-08) is unreduced with 30 or more years of service. For some schedules, adjustable benefits are reduced (R) while for other schedules, the AB 12-08 remains unreduced with 25 but less than 30 years of service (U). | | | | | | |
| Are adjustable benefits reduced (R) or unreduced (U)? | U | U | R | R | U | R |

* Increased Weekly Per Participant Contribution Rates (other than the 5% or 10% automatic surcharges) Become Effective on Date of New CBA and include an allowance for Retirees and Terminated Vested Participants
 ** Trustees amend the plan effective 1/1/2009 to adopt 1% benefit schedule with NRA = 65/5
 *** Same Schedule was in effect at 1/1/2008 (first day of initial critical year) 11/25/2008

**Exhibit II
Local 138 Pension Plan**

**Estimated Schedules of Benefits and Contributions (In \$'s) that Would be Required
Under a 20-Year Rehabilitation Plan - Considered but Rejected**

| 1/1/2008 Contribution Rate** | Monthly Benefit Amounts per year of Benefit Service | | | Alternative Schedules A through F | | | | | |
|------------------------------------|--|------------------------------|--|--|--|---|---|---|---|
| | Benefits Earned through 2008 | | 1% Benefit Schedule** Each Year of Benefit Service | Preliminary Estimate of Total Per Participant Weekly Contributions* | | | | | |
| | Benefit Years 1 to 25 | Benefit Years 26 to 40 | | 1% Benefit Schedule with 06:30 - do not eliminate adjustable benefits | 1% Benefit Schedule - do not eliminate adjustable benefits | 1% Benefit Schedule with 59:30 - eliminate adjustable benefits | 1% Benefit Schedule - eliminate adjustable benefits | Freeze Plan - do not eliminate adjustable benefits | Freeze Plan - eliminate adjustable benefits |
| 10 | 11.60 | 8.70 | 5.20 | 48.90 | 48.10 | 48.10 | 45.30 | 43.10 | 41.10 |
| 12 | 12.60 | 9.45 | 6.24 | 56.28 | 55.32 | 55.32 | 54.36 | 51.72 | 49.32 |
| 14 | 13.60 | 10.20 | 7.28 | 65.66 | 64.54 | 64.54 | 63.42 | 60.34 | 57.54 |
| 16 | 14.80 | 11.10 | 8.32 | 75.04 | 73.78 | 73.78 | 72.48 | 68.96 | 65.78 |
| 18 | 16.00 | 12.00 | 9.36 | 84.42 | 82.98 | 82.98 | 81.54 | 77.58 | 73.98 |
| 20 | 17.00 | 12.75 | 10.40 | 93.80 | 92.20 | 92.20 | 90.60 | 86.20 | 82.20 |
| 22 | 19.20 | 14.40 | 11.44 | 103.18 | 101.42 | 101.42 | 99.66 | 94.82 | 90.42 |
| 23 | 19.20 | 14.40 | 11.98 | 107.87 | 106.03 | 106.03 | 104.18 | 99.13 | 94.83 |
| 24 | 20.40 | 15.30 | 12.48 | 112.56 | 110.64 | 110.64 | 108.72 | 103.44 | 98.64 |
| 26 | 22.40 | 16.80 | 13.52 | 121.94 | 119.86 | 119.86 | 117.78 | 112.06 | 106.86 |
| 28 | 24.80 | 18.60 | 14.56 | 131.32 | 129.08 | 129.08 | 126.84 | 120.88 | 115.08 |
| 30 | 26.80 | 20.10 | 15.60 | 140.70 | 138.30 | 138.30 | 135.90 | 129.30 | 123.30 |
| 32 | 28.80 | 21.60 | 16.64 | 150.08 | 147.52 | 147.52 | 144.98 | 137.92 | 131.52 |
| 34 | 30.40 | 22.80 | 17.68 | 159.46 | 156.74 | 156.74 | 154.02 | 146.54 | 139.74 |
| 36 | 32.20 | 24.15 | 18.72 | 168.84 | 165.96 | 165.96 | 163.08 | 155.16 | 147.96 |
| 38 | 33.80 | 25.35 | 19.76 | 178.22 | 175.18 | 175.18 | 172.14 | 163.78 | 156.18 |
| 40 | 35.80 | 26.85 | 20.80 | 187.60 | 184.40 | 184.40 | 181.20 | 172.40 | 164.40 |
| 42 | 37.80 | 28.35 | 21.84 | 196.98 | 193.62 | 193.62 | 190.26 | 181.02 | 172.62 |
| 44 | 39.40 | 29.55 | 22.88 | 206.36 | 202.84 | 202.84 | 199.32 | 189.64 | 180.84 |
| 46 | 41.40 | 31.05 | 23.92 | 215.74 | 212.06 | 212.06 | 208.38 | 198.28 | 189.08 |
| 48 | 43.20 | 32.40 | 24.96 | 225.12 | 221.28 | 221.28 | 217.44 | 206.88 | 197.28 |
| 50 | 45.00 | 33.75 | 26.00 | 234.50 | 230.50 | 230.50 | 226.50 | 215.50 | 205.50 |
| 52 | 46.40 | 34.80 | 27.04 | 243.88 | 239.72 | 239.72 | 235.56 | 224.12 | 213.72 |
| 54 | 47.60 | 35.70 | 28.08 | 253.26 | 248.94 | 248.94 | 244.92 | 232.74 | 221.94 |
| 56 | 49.00 | 36.75 | 29.12 | 262.64 | 258.16 | 258.16 | 253.68 | 241.36 | 230.16 |
| 58 | 50.20 | 37.65 | 30.16 | 272.02 | 267.38 | 267.38 | 262.74 | 249.98 | 238.38 |
| 60 | 51.60 | 38.70 | 31.20 | 281.40 | 276.60 | 276.60 | 271.80 | 258.60 | 246.60 |
| 62 | 53.00 | 39.75 | 32.24 | 290.78 | 285.82 | 285.82 | 280.86 | 267.22 | 254.82 |
| 64 | 54.20 | 40.65 | 33.28 | 300.16 | 295.04 | 295.04 | 289.92 | 275.84 | 263.04 |
| 66 | 55.60 | 41.70 | 34.32 | 309.54 | 304.26 | 304.26 | 298.98 | 284.46 | 271.26 |
| 68 | 56.60 | 44.70 | 35.36 | 318.92 | 313.48 | 313.48 | 308.04 | 293.08 | 279.48 |
| 70 | 64.00 | 48.00 | 36.40 | 328.30 | 322.70 | 322.70 | 317.10 | 301.70 | 287.70 |
| 71 | 64.00 | 48.00 | 36.92 | 332.99 | 327.31 | 327.31 | 321.63 | 306.01 | 291.81 |
| 72 | 66.20 | 49.65 | 37.44 | 337.68 | 331.92 | 331.92 | 326.16 | 310.32 | 295.92 |
| 74 | 67.80 | 50.85 | 38.48 | 347.06 | 341.14 | 341.14 | 335.22 | 318.94 | 304.14 |
| 76 | 69.40 | 52.05 | 39.52 | 356.44 | 350.36 | 350.36 | 344.28 | 327.56 | 312.36 |

Future Benefit Accruals (FBAs) for Schedules A to F
For some schedules, the 1% benefit schedule will apply with Normal Retirement Age (NRA) defined as age 65 with 5 years of service.

| | | | | | | |
|---|---------------------------|-----|------------------------------|-----|----|----|
| Does the 1% benefit schedule apply for this schedule? | Yes | Yes | Yes | Yes | No | No |
| Will unreduced early retirement also apply for FBAs? | Yes, with 30+ yrs service | No | Yes, at age 59+ with 30+ yrs | No | No | No |

Benefits earned thru 2008 for Schedules A to F
For all schedules the benefit earned through 12/31/2008 (AB 12-08) is unreduced with 30 or more years of service. For some schedules, adjustable benefits are reduced (R) while for other schedules, the AB 12-08 remains unreduced with 25 but less than 30 years of service (U).

| | | | | | | |
|---|---|---|---|---|---|---|
| Are adjustable benefits reduced (R) or unreduced (U)? | U | U | R | R | U | R |
|---|---|---|---|---|---|---|

* Increased Weekly Per Participant Contribution Rates (other than the 5% or 10% automatic surcharges) Become Effective on Date of New CBA and Include an allowance for Retirees and Terminated Vested Participants
 ** Trustees amend the plan effective 1/1/2009 to adopt 1% benefit schedule with NRA = 65/5
 *** Same Schedule was in effect at 1/1/2006 (first day of initial critical year)

11/25/2008

Exhibit III
Local 138 Pension Plan
Comparison of Estimated Annual Payments by Employer
Withdrawal Liability Payments vs. 2008 Contributions vs. 10 and 20 Year Rehabilitation Plan Contributions

| Employer Name | Regular Withdrawal in 2008 | | | Miss Withdrawal in 2008 | | | Present Value of Perpetual Payments | Estimated 2008 Contribution | Estimated Annual Contribution For Freeze Plan Elm. Adj. Bths. - 10 Yr Rehab. Plan | Estimated Annual Contribution For Freeze Plan Elm. Adj. Bths. - 20 Yr Rehab. Plan |
|--------------------------------|--------------------------------|---------------------------------|--------------------------|--------------------------------|---------------------------------|--------------------------|-------------------------------------|-----------------------------|---|---|
| | Estimated Withdrawal Liability | Estimated Annual Payment Amount | No. of Years for Payment | Estimated Withdrawal Liability | Estimated Annual Payment Amount | No. of Years for Payment | | | | |
| Krasdale | 9,470,000 | 987,747 | 18 | 21,940,000 | 987,747 | Perpetual | 12,169,566 | 696,640 | 3,512,246 | 2,723,648 |
| Honerhamp | 1,180,000 | 123,728 | 17 | 2,740,000 | 123,728 | Perpetual | 1,649,707 | 91,000 | 482,300 | 374,010 |
| GHI (Automated Transportation) | 850,000 | 113,256 | 11 | 1,980,000 | 113,256 | Perpetual | 1,410,080 | 48,672 | 257,982 | 200,042 |
| SLB | 1,110,000 | 108,477 | 20 | 2,570,000 | 108,477 | Perpetual | 1,446,354 | 77,376 | 410,093 | 318,015 |
| Inter County Bakers* | 790,000 | 61,914 | 20 | 1,840,000 | 61,914 | Perpetual | 825,520 | 84,864 | 449,779 | 348,781 |
| Boulevard | 480,000 | 58,140 | 12 | 1,060,000 | 58,140 | Perpetual | 775,200 | 38,896 | 206,149 | 159,863 |
| Tax Trucking | 340,000 | 46,461 | 11 | 800,000 | 46,461 | Perpetual | 619,494 | 29,120 | 154,336 | 119,683 |
| Outback Sugar | 500,000 | 38,697 | 12 | 890,000 | 38,697 | Perpetual | 529,298 | 21,424 | 115,547 | 86,653 |
| Chester | 380,000 | 32,025 | 20 | 840,000 | 32,025 | Perpetual | 440,336 | 29,016 | 153,785 | 119,256 |
| H.B. Day* | 280,000 | 27,043 | 20 | 850,000 | 27,043 | Perpetual | 360,578 | 20,020 | 104,728 | 81,214 |
| Gold's Pure Foods | 280,000 | 21,153 | 20 | 610,000 | 21,153 | Perpetual | 282,044 | 18,200 | 98,480 | 74,802 |
| Academy Chair | 240,000 | 19,722 | 20 | 580,000 | 19,722 | Perpetual | 282,960 | 11,856 | 62,837 | 48,728 |
| Fordham | 200,000 | 16,851 | 20 | 470,000 | 16,851 | Perpetual | 224,676 | 14,560 | 78,270 | 60,696 |
| LAJ Trucking | 130,000 | 15,428 | 14 | 320,000 | 15,428 | Perpetual | 205,707 | 3,952 | 20,846 | 16,243 |
| Local 138 P.T.F. | 160,000 | 12,109 | 20 | 370,000 | 12,109 | Perpetual | 181,458 | 11,366 | 62,837 | 48,728 |
| Local 802/ Local 138 IB of T | 90,000 | 9,652 | 17 | 280,000 | 9,652 | Perpetual | 128,693 | 3,952 | 20,846 | 16,243 |
| Actual Total: | 18,228,000 | 1,894,495 | | 37,720,000 | 1,894,495 | | 22,692,082 | 1,171,404 | 8,167,229 | 9,798,014 |

* The Annual Payment amount for Inter County Bakers and HB Day differs from Exhibit IV, in that here the annual payment amount has been computed assuming a withdrawal in 2008. Exhibit IV assumes a withdrawal in 2009.

11/25/2008

Exhibit IV
Local 138 Pension Plan
Basic Contribution Amounts By Employer
Actual Rehabilitation Plan

| Employer Name | Basic Contribution Amount * Annual | Basic Contribution Amount * Monthly | Basic Contribution Amount * Weekly |
|--------------------------------|---|--|---|
| Krasdale | \$ 987,747 | \$ 82,312 | \$ 18,995 |
| Honerkamp | 123,728 | 10,311 | 2,379 |
| GHI (Automated Transportation) | 113,256 | 9,438 | 2,178 |
| SLB | 108,477 | 9,040 | 2,086 |
| Inter County Bakers | 72,341 | 6,028 | 1,391 |
| Boulevard | 58,140 | 4,845 | 1,118 |
| Tax Trucking | 46,461 | 3,872 | 893 |
| Quaker Sugar | 39,697 | 3,308 | 763 |
| Chesler | 33,025 | 2,752 | 635 |
| H.B. Day | 27,533 | 2,294 | 529 |
| Golds Pure Foods | 21,153 | 1,763 | 407 |
| Academy Chair | 19,722 | 1,644 | 379 |
| Fordham | 16,851 | 1,404 | 324 |
| L&J Trucking | 15,428 | 1,286 | 297 |
| Local 138 P.T.F. | 12,109 | 1,009 | 233 |
| Local 802/ Local 138 I B of T | 9,652 | 804 | 186 |

* Basic Contribution Amount represents estimated annual withdrawal liability payments, if employer were to withdraw in 2009.

In no event will an Employer's total weekly contribution (Basic plus Additional - see Exhibit V) under this Rehabilitation Plan be less than it would have been under the contribution schedule in effect for that Employer as of the date of expiration of its current collective bargaining agreement.

11/25/2008

**Exhibit V
Local 138 Pension Plan**

Schedules of Benefits and Contributions (in \$'s) for CBA's Adopted in 2009 - Actual Rehabilitation Plan

| Contribution and Benefit Schedules A through E | | | | | | | | | |
|--|---|--------------------------------|--|---|--|--|---|---|--|
| | A | | B | C | D | E | | | |
| | Default Schedule | | Additional Per Participant Contributions* - the applicable weekly per participant amount for schedules B through E below are in addition to the employer's Basic Contribution amount shown on Exhibit IV | | | | | | |
| Weekly Contribution Rate | Monthly Benefit Amounts per year of Benefit Service | | | Total Per Participant Weekly Contributions* | 1% Benefit Schedule - do not eliminate adjustable benefits | 1% Benefit Schedule - do not eliminate adjustable benefits | 1% Benefit Schedule - eliminate adjustable benefits | 1% Benefit Schedule - eliminate adjustable benefits | Freeze Plan - do not eliminate adjustable benefits |
| | Benefit Service Years 1 to 25 | Benefit Service Years 26 to 40 | 1% Benefit Schedule** Each Year of Benefit Service | | | | | | |
| 10 | 11.60 | 8.70 | 5.20 | 58.70 | 6.70 | 6.70 | 5.50 | 2.70 | |
| 12 | 12.60 | 9.45 | 6.24 | 71.64 | 8.04 | 8.04 | 6.80 | 3.24 | |
| 14 | 13.60 | 10.20 | 7.28 | 83.58 | 9.38 | 9.38 | 7.70 | 3.78 | |
| 16 | 14.80 | 11.10 | 8.32 | 95.52 | 10.72 | 10.72 | 8.60 | 4.32 | |
| 18 | 16.00 | 12.00 | 9.38 | 107.46 | 12.08 | 12.08 | 9.90 | 4.86 | |
| 20 | 17.00 | 12.75 | 10.40 | 119.40 | 13.40 | 13.40 | 11.00 | 5.40 | |
| 22 | 18.20 | 14.40 | 11.44 | 131.34 | 14.74 | 14.74 | 12.10 | 5.94 | |
| 23 | 19.20 | 14.40 | 11.96 | 137.31 | 15.41 | 15.41 | 12.65 | 6.21 | |
| 24 | 20.40 | 15.30 | 12.48 | 143.28 | 16.08 | 16.08 | 13.20 | 6.48 | |
| 26 | 22.40 | 16.80 | 13.52 | 155.22 | 17.42 | 17.42 | 14.30 | 7.02 | |
| 28 | 24.60 | 18.60 | 14.56 | 167.16 | 18.76 | 18.76 | 15.40 | 7.56 | |
| 30 | 26.80 | 20.10 | 15.60 | 179.10 | 20.10 | 20.10 | 16.50 | 8.10 | |
| 32 | 28.80 | 21.60 | 16.64 | 191.04 | 21.44 | 21.44 | 17.60 | 8.64 | |
| 34 | 30.40 | 22.80 | 17.68 | 202.98 | 22.78 | 22.78 | 18.70 | 9.18 | |
| 36 | 32.20 | 24.15 | 18.72 | 214.92 | 24.12 | 24.12 | 19.80 | 9.72 | |
| 38 | 33.80 | 25.35 | 19.76 | 226.86 | 25.48 | 25.48 | 20.90 | 10.26 | |
| 40 | 35.80 | 26.85 | 20.80 | 238.80 | 26.80 | 26.80 | 22.00 | 10.80 | |
| 42 | 37.60 | 28.35 | 21.84 | 250.74 | 28.14 | 28.14 | 23.10 | 11.34 | |
| 44 | 39.40 | 29.55 | 22.88 | 262.68 | 29.48 | 29.48 | 24.20 | 11.88 | |
| 46 | 41.40 | 31.05 | 23.92 | 274.62 | 30.82 | 30.82 | 25.30 | 12.42 | |
| 48 | 43.20 | 32.40 | 24.96 | 286.56 | 32.16 | 32.16 | 26.40 | 12.96 | |
| 50 | 45.00 | 33.75 | 26.00 | 298.50 | 33.50 | 33.50 | 27.50 | 13.50 | |
| 52 | 48.40 | 34.90 | 27.04 | 310.44 | 34.84 | 34.84 | 28.60 | 14.04 | |
| 54 | 47.80 | 35.70 | 28.08 | 322.38 | 36.18 | 36.18 | 29.70 | 14.58 | |
| 56 | 49.00 | 36.75 | 29.12 | 334.32 | 37.52 | 37.52 | 30.80 | 15.12 | |
| 58 | 50.20 | 37.65 | 30.16 | 346.26 | 38.86 | 38.86 | 31.90 | 15.66 | |
| 60 | 51.80 | 38.70 | 31.20 | 358.20 | 40.20 | 40.20 | 33.00 | 16.20 | |
| 62 | 53.00 | 39.75 | 32.24 | 370.14 | 41.54 | 41.54 | 34.10 | 16.74 | |
| 64 | 54.20 | 40.65 | 33.28 | 382.08 | 42.88 | 42.88 | 35.20 | 17.28 | |
| 66 | 55.60 | 41.70 | 34.32 | 394.02 | 44.22 | 44.22 | 36.30 | 17.82 | |
| 68 | 59.60 | 44.70 | 35.36 | 405.96 | 45.56 | 45.56 | 37.40 | 18.36 | |
| 70 | 64.00 | 46.00 | 36.40 | 417.90 | 46.90 | 46.90 | 38.50 | 18.90 | |
| 71 | 64.00 | 48.00 | 36.92 | 423.87 | 47.57 | 47.57 | 39.05 | 19.17 | |
| 72 | 66.20 | 49.65 | 37.44 | 429.84 | 48.24 | 48.24 | 39.60 | 19.44 | |
| 74 | 67.80 | 50.85 | 38.48 | 441.78 | 49.58 | 49.58 | 40.70 | 19.98 | |
| 76 | 69.40 | 52.05 | 39.52 | 453.72 | 50.92 | 50.92 | 41.80 | 20.52 | |

Future Benefit Accruals (FBAs) for Schedules A to E

For all schedules except E, the 1% benefit schedule will apply with Normal Retirement Age (NRA) defined as age 65 with 5 years of service.

| Does the 1% benefit schedule apply for this schedule? | A | B | C | D | E |
|---|-----|-----|------------------------------|-----|----|
| Yes | Yes | Yes | Yes | Yes | No |
| Will unreduced early retirement also apply for FBAs? | No | No | Yes, at age 58+ with 20+ yrs | No | No |

Benefits earned thru 2008 for Schedules A to E

For all schedules the benefit earned through 12/31/2008 (AB 12-08) is unreduced with 30 or more years of service. For some schedules, adjustable benefits are reduced (R) while for other schedules, the AB 12-08 remains unreduced with 25 but less than 30 years of service (U).

| Are adjustable benefits reduced (R) or unreduced (U)? | A | B | C | D | E |
|---|---|---|---|---|---|
| | U | U | R | R | U |

* Increased weekly per participant contribution rates (other than the 5% or 10% automatic surcharges) become effective on date of new CBA and include an allowance for Retirees and Terminated Vested Participants. The weekly contributions associated with future benefit accruals are based on a 10-year rehabilitation plan projection.

** Trustees will amend the plan effective 1/1/2009 to adopt 1% benefit schedule with NRA = 65/5 for Benefit Service after 2008.

**LOCAL 138 PENSION FUND
REHABILITATION PLAN**

Updated – November 2010

Local 138 Pension Fund Rehabilitation Plan

A. Background:

The Local 138 Pension Fund (the "Fund") has been determined by its actuary to be in Critical Status in 2011. As of January 1, 2011, the Fund is projected to have a funding deficiency within the next four years. These conditions place the Fund in Critical Status, as defined under Section 432(b)(2) of the Internal Revenue Code of 1986 (the "Code"). In response, and as required by law, the Trustees are publishing this update to the Fund's Rehabilitation Plan, which sets forth the benefit changes and contribution increases described below as required by the Pension Protection Act.

In 2008, benefits for service earned after 2008 were reduced. However, most of the Fund's liability is to pensioners, and current law prevents any reduction to benefits in pay status. Given the Fund's great financial needs, current economic conditions preclude the contribution increases necessary for the Fund to emerge from Critical Status. The Rehabilitation Plan, adopted at the end of 2008, took this into account and was designed to forestall insolvency for as long as possible. Despite that, collective bargaining has proved to be extremely difficult. Some employers have attempted to withdraw from the Fund by asserting that bargaining has reached impasse. The Fund has commenced a lawsuit against one employer who has attempted to withdraw from the Fund. Other employers have stated they will close their operations.

Given its precept of forestalling insolvency, no changes were made to the Rehabilitation Plan in 2009. However, in light of the very negative response to the Rehabilitation Plan, and its impact of driving employers out of the Fund, the Trustees have now decided to update and amend the Initial Rehabilitation Plan as set forth herein.

B. Partitioning:

In conjunction with this update, the Trustees have also elected to petition the Pension Benefit Guaranty Corporation to allow the Fund to be partitioned. If granted, the benefit liabilities associated with defunct employers will be subsidized by the Pension Benefit Guaranty Corporation. And depending on the amount of the liabilities partitioned, employers would not have to pay the contribution increases originally contemplated under the initial Rehabilitation Plan. Based on current projections, if 40% of the Fund's liability was partitioned, the Pension Fund would remain viable and not become insolvent if contributions were increased by 6% per year.

C. Updated Benefit and Contribution Schedules:

1. This Rehabilitation Plan is updated such that it will consist of two schedules of contribution increases and benefit changes: the "Preferred Schedule" and the "Default Schedule." These schedules are described at the end of this Rehabilitation Plan.

Local 138 Pension Fund Rehabilitation Plan

2. One of these schedules must be adopted as part of acceptable future collective bargaining agreements ("CBAs") between the union and contributing employers. The Default Schedule is required by law to be included in the Rehabilitation Plan, and will be put into effect automatically if the bargaining parties do not agree on an acceptable schedule in a timely manner.
3. The Trustees may modify or supplement the schedules of benefit and contribution changes in the Rehabilitation Plan as necessary. The Trustees shall determine when a schedule has been adopted in a labor contract or in a similar agreement addressing contributions to the Fund.

D. General Provisions:

1. Annual Updates to the Rehabilitation Plan: To the extent necessary, the Rehabilitation Plan shall be updated annually. These annual updates shall reflect updated projections of assets, liabilities and funding standard account credit balances provided, as well as projections by the actuary taking into account changes in the Fund's provisions, demographics and finances.
2. Reliance on Rehabilitation Plan: Any updates to the required contributions are only applicable to CBAs that are executed after the schedule is updated. A CBA must incorporate the contribution increases required by the most recent version of the Rehabilitation Plan at the time it is executed. Subsequent changes to the schedule are only applicable to contracts that are executed after those changes are adopted. A CBA can rely on the version of the schedule in effect at the time of its execution for the term of the CBA.
3. Application for Automatic Extension of Amortization Periods: The Trustees have obtained from the Secretary of the Treasury an automatic extension of 5 years of the amortization periods for the Fund's amortization charge bases pursuant to Section 431(b)(2)(B) of the Code.
4. Rehabilitation Period: This Rehabilitation Plan takes into account all reasonable measures that can be taken to improve the financial health of the Fund. Despite that, under current conditions, (and absent any partition of the Fund) the Fund is not expected to ever emerge from Critical Status and is expected to become insolvent in 10 to 15 years.
5. Automatic Implementation of Default Schedule: If a CBA providing for contributions under the Fund expires, and after receiving the Rehabilitation Plan schedules, the bargaining parties fail to adopt contribution or benefit schedules with terms consistent with the Rehabilitation Plan, the Default Schedule will be implemented automatically on the date which is 180 days after the date on which the CBA expires.

**Local 138 Pension Fund
Rehabilitation Plan**

DEFAULT SCHEDULE

BENEFITS: Benefits shall be as provided for under the Fund except that the participants of employers shall continue to earn the early retirement subsidy permitting unreduced pension after 25 years of service for so long as the Default Schedule applies.

CONTRIBUTIONS: The contribution rate shall be the rate shown on the following chart based on the 2008 contribution rate:

| Employer's 2008 Contribution Rate | Employer's Default Contribution Rate |
|-----------------------------------|--------------------------------------|
| 10 | 59.70 |
| 12 | 71.64 |
| 14 | 83.58 |
| 16 | 95.52 |
| 18 | 107.46 |
| 20 | 119.40 |
| 22 | 131.34 |
| 23 | 137.31 |
| 24 | 143.28 |
| 26 | 155.22 |
| 28 | 167.16 |
| 30 | 179.10 |
| 32 | 191.04 |
| 34 | 202.98 |
| 36 | 214.92 |
| 38 | 226.86 |
| 40 | 238.80 |
| 42 | 250.74 |
| 44 | 262.68 |
| 46 | 274.62 |
| 48 | 286.56 |
| 50 | 298.50 |
| 52 | 310.44 |
| 54 | 322.38 |
| 56 | 334.32 |
| 58 | 346.26 |
| 60 | 358.20 |
| 62 | 370.14 |
| 64 | 382.08 |
| 66 | 394.02 |
| 68 | 405.96 |
| 70 | 417.90 |
| 71 | 423.87 |
| 72 | 429.84 |
| 74 | 441.78 |
| 76 | 453.72 |

**Local 138 Pension Fund
Rehabilitation Plan**

PREFERRED SCHEDULE

BENEFITS: Benefits shall be as provided for under the provisions of the Fund.

CONTRIBUTIONS: The contribution rate provided under any collective bargaining agreement ("CBA") must be equal to the employer's 2008 contribution rate, plus ten (10) percent.



O'Sullivan
Associates Inc.



January 18, 2013

Ms. Christina Maderich
Fund Administrator
Teamsters Local 138 Pension Trust Fund
2151 Marion Place
Baldwin, NY 11510

Re: Teamsters Local 138 Pension trust Fund - January 1, 2012 Rehabilitation Plan Update

Dear Chrissy:

The Pension Protection Act (PPA) requires us to monitor the Rehabilitation Plan for the Teamsters Local 138 Pension Trust Fund and provide yearly updates if necessary. Based on our projections the plan sponsor determined that, based on reasonable actuarial assumptions and upon exhaustion of all reasonable measures, the plan cannot reasonably be expected to emerge from critical status by the end of the rehabilitation period. The Trustees have decided, as permitted by IRC §432(e)(3)(A)(ii), to deem the Rehabilitation Plan a "reasonable measures" plan, which is intended to forestall insolvency so no update to the Rehabilitation Plan is necessary for the 2012 Plan Year.

Provided all bargaining parties (union and employer) were provided a copy of the original Rehabilitation Plan, no further notifications are necessary at this time.

If you have any questions, do not hesitate to contact us.

Sincerely,

Craig Voelker
Senior Consultant and Actuary

cc: Charlie Pergue

1236 Brace Road, Unit E, Cherry Hill, NJ 08034
Main: (856) 795-7777 Fax: (856) 795-7779

LOCAL 138 PENSION TRUST FUND
AGREEMENT AND DECLARATION OF TRUST

AGREEMENT AND DECLARATION OF TRUST made and entered into as of the day of _____, 19____, in the City of New York, County of New York and State of New York by _____ and between LOCAL NO. 138, affiliated with the INTERNATIONAL BROTHERHOOD OF TEAMSTERS CHAUFFEURS, WAREHOUSEMEN and HELPERS OF AMERICA, herein called the "Union" and the undersigned employer and each and every additional employer whose signature is affixed hereto or to a counterpart hereof, herein called the "Employers" and

| | |
|------------------|------------------|
| Samuel Schaffer | Frank Ribustello |
| Robert Gewelb | James O'Neil |
| Albert S. Corwen | Thomas Vilardo |

who, with their successors designated in the manner herein provided, are herein called the "Trustees".

WHEREAS the Union and the Employers have entered into collective bargaining agreements requiring payments by the said employers for the purpose of providing a pension trust fund and pension benefits for the employees of said employers covered by the said collective bargaining agreements; and

WHEREAS to effectuate the aforesaid purposes, it is desired to maintain a trust for pension benefits, pursuant to the requirements of the Labor-Management Relations Act of 1947, as amended and the Employee Retirement Income Security Act of 1974; and

WHEREAS such trust fund has been heretofore established and it is desired to continue such trust fund pursuant to this Trust Agreement which has been amended as set forth in accordance with the decisions of the Trustees;

NOW, THEREFORE, THIS AGREEMENT AND DECLARATION OF TRUST WITNESSETH:

That, in consideration of the premises and in order to create said trust, to be known as Local 138 Pension Trust Fund, it is mutually understood and agreed as follows:

Article I

DEFINITIONS

Section 1(a). EMPLOYER. The Term "Employer" shall mean each and every employer who is a party to this Agreement and who has duly executed a Collective Bargaining Agreement with the Union providing for the establishment of a pension plan and for the payment of employer contributions to the Trustees named herein, or who may hereafter execute such Collective Bargaining Agreement and become a

~~SECRET~~

party to this Agreement, during the effective periods of such collective bargaining agreements and extensions and renewals thereof, provided such employer satisfies the requirements for participation as established by the Trustees.

with respect to such of its Employees as the Trustees may accept from him to him,

(b) The term "Employer" shall also include the Union, providing the Union shall notify the Trustees of its intentions to become a contributing Employer and providing further that the Union agrees in writing to contribute on behalf of ~~all~~ employees at the highest rate required to be paid by any Employer under paragraph (a) of this Section.

sub

Section 2. UNION. The term "Union" shall mean Local 138, affiliated with the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America.

Section 3. EMPLOYEES. The term "Employees" shall mean all of the Employees of an Employer as defined in Section 1 above who are covered by and who fulfill the requirements of the Collective Bargaining Agreement in effect between the Employer and the Union. It shall also include employees of the Union for whom contributions are made in accordance with Section 1 of this Article.

Section 4. TRUSTEES. The term "Trustees" shall mean the Trustees designated in this Agreement and Declaration of Trust together with their successors designated in the manner provided herein.

Section 5. AGREEMENT AND DECLARATION OF TRUST AND TRUST. The terms "Agreement and Declaration of Trust" and "Trust" shall mean this instrument, including any amendments hereto and modifications hereof, and the trust created hereunder.

Section 6. PLAN. The term "Plan" shall mean the Plan or program of pension benefits to be established by the Trustees pursuant to this Agreement and Declaration of Trust.

Section 7. FUND. The term "Fund," shall mean the moneys or other things of value which are under the control or in the custody of the Trustees for the Administration and operation of the Plan.

Section 8. EMPLOYER CONTRIBUTIONS. The term "Employer Contributions" shall mean payments by Employers to this Trust Fund pursuant to collective bargaining agreements with the Union.

Section 9. TRUST. The term "Trust", "Trusts", "Trust Fund" and "Trust Funds" shall mean the trust created by this instrument.

Section 10. COLLECTIVE BARGAINING AGREEMENT. The term "Collective Bargaining Agreement" shall mean any written collective bargaining agreement between the Union and an Employer which requires contributions by the Employer to the Trust. It shall also mean a written agreement by the Union with the Trustees to contribute for its Employees in accordance with Section 1 above.

Section 11. INVESTMENT MANAGER. The term "Investment Manager" shall mean any fiduciary who has been designated by the Trustees to manage, acquire, or dispose of any assets of the Fund, who is registered as an investment adviser under the Investment Advisers Act of 1940, is a bank as defined in that Act or an insurance company qualified to perform services under the laws of the more than one state and who has acknowledged in writing that he is a fiduciary with respect to the Plan.

Article II

CREATION OF LOCAL 138 PENSION TRUST FUND

Section 1. The Union and the Employer hereby create and establish with the Trustees hereinafter designated in Article III hereof a trust, to be known as the "Local 138 Pension Trust Fund", which will comprise the entire assets initially derived from Employer Contributions pursuant to written collective bargaining agreements made for the purpose of providing pension benefits, together with all Policies (including dividends, refunds or other sums payable to the Trustees on account of such Policies and all investments made and held by the Trustees on account of such Policies), all investments made and held by the Trustees, all moneys received by the Trustees as contributions or as income from investments made and held by the Trustees or otherwise, and any other property received and held by the Trustees for the uses, purposes and trusts set forth in this article.

Section 2. The Trustees agree to receive all such Employer Contributions, payments, deposits, moneys, policies and other properties and assets described or referred to in Section 1 of this Article II, and to hold the same, in trust hereunder for the uses and purposes of the Trust created by this Article II.

Section 3. The Local 138 Pension Trust Fund is created and established for the purpose of providing and maintaining pension and retirement benefits for Employees. The Trustees shall agree upon and formulate the provisions, regulations and conditions of the pension program herein contemplated, including those relating to eligibility of Employees, retirement age and any or all other matters relating thereto which the Trustees may deem appropriate for the determination of retirement benefits and the administration of the pension program. A copy of such pension plan shall be adopted and filed by the Trustees as part of the records and minutes of the Trustees. The Trustees may amend such plan from time to time, provided that such amendments comply with the purposes above stated. A copy of each such amendment shall be adopted and filed by the Trustees as part of the records and minutes of the Trustees. The pension plan to be formulated by the Trustees under this Article II shall be actuarially sound and shall be such as to qualify under the Internal Revenue Code, as amended, so that contributions of Employers to this Trust Fund will be deductible by such Employers for tax purposes under said Code, and approval of such Plan by the United States Treasury Department shall be obtained. The

administration of such plan and its terms and provisions, as amended from time to time, shall be such that it shall at all times be qualified for the purposes herein set forth under the Internal Revenue Code.

Section 4. The Trustees shall use and apply this Trust Fund for the following purposes:

(a) To pay or provide for the payment of all reasonable and necessary expense of collecting the Employer Contributions and administering the affairs of the Fund, including but without limitation all expenses which may be incurred in connection with the establishment and maintenance of the Fund, the employment of such administrative, legal, expert, and clerical assistance, the leasing of such premises and the purchase or lease of such materials, supplies and equipment as the Trustees, in their discretion, find necessary or appropriate in the performance of their duties.

(b) To pay or provide for the payment of retirement or other benefits to eligible Employees in accordance with the terms, provisions and conditions of the pension plan to be formulated and agreed upon hereunder.

(c) To establish and accumulate, if in their discretion the Trustees consider it advisable, adequate reserves to carry out the purposes of this trust.

Article III

TRUSTEES

Section 1. This Trust Fund shall be administered by six (6) Trustees, of whom three (3) shall be Employer Trustees and three (3) shall be Union Trustees. The said Trustees shall be the named fiduciaries under the Employee Retirement Income Security Act of 1974.

Section 2. The three (3) Employer Trustees shall be Samuel Schaffer, Robert Gewelb and Albert S. Corwen. The three (3) Union Trustees shall be Frank Ribustello, James O'Neil and Thomas Vilardo.

Section 3. The Trustees above named do hereby accept the trusteeship and hereby declare that they will receive and hold this Trust Fund as Trustees by virtue of this Agreement and Declaration of Trust for the uses, purpose and trusts and with the powers and duties set forth herein. The signature of a Trustee to any counterpart or copy of this Trust Agreement shall be conclusive evidence of his acceptance as aforesaid.

Section 4. In the event of a vacancy as to any Union Trustee for any reason, the vacancy shall be filled by the Executive Board of the Union. In the event of a vacancy as to any Employer Trustee for any reason, the vacancy shall be filled as follows: Jonathan Rubin, and any successor thereafter appointed for said Trustee, shall be replaced by a Trustee designated by Krasdale Foods, Inc.; Samuel Schaffer, and any successor thereafter appointed for said Trustee, shall be replaced by a Trustee designated by Greater New York Wholesale Grocers Association, Inc.; Albert S. Corwen, and any successor thereafter appointed for said Trustee, shall be replaced by a Trustee designated by the remaining Employer Trustees.

Section 5. Any Employer Trustee may be removed or replaced at will by the Employer Group which appointed him. Any Union Trustee may be removed or replaced by the Executive Board of the Union.

Section 6. In case any Union Trustee shall be removed, replaced, or succeeded, a statement in writing by the Secretary-Treasurer of the Union shall be sufficient evidence of the action taken by the Union. In case any Employer Trustee shall be removed, replaced or succeeded, a statement in writing signed by an officer of the Employer or of the Employer Group or by the designating Employer Trustee who appointed such Trustee, as the case may be, shall be deemed sufficient evidence of any action taken with respect to the removal or replacement of an Employer Trustee. Any resignation by a Trustee shall be made in writing and sent by registered mail addressed to the office of the Fund.

Section 7. Each Trustee above named and each successor Trustee shall continue to serve as such until his death, incapacity, resignation or removal, as herein provided.

Section 8. A Trustee may resign and become and remain fully discharged from all further duty or responsibility hereunder upon giving thirty days notice in writing to the remaining Trustees, or such shorter notice as the remaining Trustees may accept as sufficient, in which notice there shall be stated a date when such resignation shall take effect; and such resignation shall take effect on the date specified in the notice unless a successor Trustee shall have been appointed at an earlier date in which event such resignation shall take effect immediately upon the appointment of such successor Trustee.

Section 9. It is the intention hereof that this Trust Fund shall at all times be administered by an equal number of Employer Trustees and Union Trustees, but until the designation of a successor Trustee or Trustees, as hereinabove provided, the remaining Trustees shall have full power to act and shall act.

Section 10. Any successor Employer Trustee or any successor Union Trustee shall immediately upon his designation as a successor Trustee and his acceptance of the trusteeship in writing, become vested with all the property, rights, power and duties of a Trustee hereunder with like effect as if originally named as a Trustee and all the Trustees then in office and the insurance carrier of each Policy and all other necessary persons shall be immediately notified by the Trustees or their designees.

Article IV

ADMINISTRATION OF THE TRUST

Section 1. The Trustees are authorized and empowered to lease or purchase such premises, materials, supplies and equipment, and to hire and employ and retain such legal counsel, investment counsel, administrative,

accounting, actuarial, clerical and other assistants or employees as in their discretion they may find necessary or appropriate in the performance of their duties.

Section 2. The Trustees may exercise all rights or privileges granted to the policy holder by provisions of each Policy or allowed by the insurance carrier of such Policy and may agree with such insurance carrier to any alterations, modification or amendment of such Policy and may take any action respecting such Policy or the insurance provided hereunder which they, in their discretion, may deem necessary or advisable, and such insurance carrier shall not be required to inquire into the authority of the Trustees with regard to any dealings in connection with such policy.

Section 3. The Trustees shall have power to construe the provisions of this Agreement and Declaration of Trust and the Terms used herein and any construction adopted by the Trustees in good faith shall be binding upon the Union, the Employees and the Employers.

Section 4. The Trustees are hereby empowered, in addition to such other powers as are set forth herein or conferred by law:

(a) To invest and reinvest such part of the Trust Fund as in their sole judgment is advisable and is not required for current expenditures in such securities (of any classification) as they may select in their sole discretion whether or not the same be authorized by law for the investment of trust funds generally.

(b) To sell, exchange, lease, convey, or dispose of any property, whether real or personal, at any time forming a part of the Trust Fund upon such terms as they may deem proper and to execute and deliver any and all instruments of conveyance and transfer in connection therewith.

(c) To vote in person or by proxy upon securities held by the Trustees and to exercise by attorney any other rights of whatsoever nature pertaining to securities or any other property at any time held by them hereunder.

(d) To exercise options, conversion privileges, or rights to subscribe for additional securities and to make payments therefor.

(e) To consent to or participate in dissolutions, reorganizations, consolidations, mergers, sales, leases, mortgages, transfer or other changes affecting securities held by them and in connection therewith, and to pay assessments, subscriptions or other charges.

(f) To enter into any and all contracts and agreements for carrying out the terms of this Agreement and Declaration of Trust and for the administration of the Trust Fund and to do all acts as they, in their discretion, may deem necessary or advisable for such purposes, and such contracts and agreements and acts shall be binding and conclusive on the parties hereto and on the employees involved.

(g) To compromise, settle, arbitrate and release claims or demands in favor of or against the Trust on such terms and conditions as the Trustees may deem advisable.

(h) To keep property and securities registered in the name of the Trustees or in the name of a nominee or nominees or in unregistered or bearer form.

(i) To keep property or securities in the custody of a bank or trust company.

(j) To establish and accumulate as part of the Trust Fund a reserve or reserves, adequate, in the opinion of the Trustees, to carry out the purposes of such Trust.

(k) To borrow money in such amounts and upon such terms and conditions as shall be deemed advisable by the Trustees or proper to carry out the purposes of the Trust and to pledge any securities or other property of the Trust for the repayment of any such loans.

(l) To hold part or all of the funds of the Trust uninvested.

(m) To pay out of the funds of the Trust all real and personal property taxes, income taxes and other taxes of any and all kinds levied or assessed under existing or future laws upon or in respect to the Trust Fund or any money, property or securities forming a part thereof.

(n) To do all acts, whether or not expressly authorized herein, which the Trustees may deem necessary or proper for the protection of the property held hereunder.

Section 5. The Trustees shall not receive compensation for the performance of their duties but shall be entitled to reimbursement for actual expenses necessarily incurred by them in the performance of their duties.

Section 6. The Trustees shall promulgate such requirements for the participation of new employers in this Agreement and Declaration of Trust and such other rules and regulations as may, in their discretion, be deemed proper and necessary for the sound and efficient administration of the Trust, provided that such requirements, rules and regulations are not inconsistent with this Agreement and Declaration of Trust.

Section 7. Neither the Trustees nor any individual or Successor Trustee shall be personally answerable or personally liable for any liabilities or debts of the Trust Fund contracted by them as such Trustees, or for the nonfulfillment of contracts, but the same shall be paid out of the Trust Fund and the Trust Fund is hereby charged with a first lien in favor of such Trustees for his or their security and indemnification for any amounts paid out by any such Trustee for any such liability and for his and their security and indemnification against any liability of any kind which the Trustees or any of them may incur hereunder; provided however, that nothing herein shall exempt any Trustee from liability arising out of his own wilful misconduct, bad faith or gross negligence, or entitle such Trustee to indemnification for any amounts paid or incurred as a result thereof.

The Trustees and each individual Trustee shall not be liable for any error of judgment or for any loss arising out of any act of omission in the execution of the Trust so long as they act in good faith and without gross negligence; nor shall any Trustee, in the absence of his own wilful misconduct, bad faith or gross negligence, be personally liable for the acts or omissions (whether performed at the request of the Trustees or not) of any other Trustee, or of any agent or attorney elected or appointed by or for the Trustees.

The Trustees shall be fully protected in acting upon any instrument, certificate, or paper believed by them to be genuine and to be signed or presented by the proper person or persons, and shall be under no duty to make any investigation or inquiry as to any statement contained in any such writing, but may accept the same as conclusive evidence of the truth and accuracy of the statements therein contained.

The Trustees shall not be liable for the proper application of any part of the Trust Fund or for any other liabilities arising in connection with the administration or existence of the Trust Fund in this Agreement and Declaration of Trust except as herein provided.

The Trustees may from time to time consult with the Trust's legal counsel and shall be entitled to rely upon such advice of counsel to the Trust as respects legal questions. The Trustees may from time to time consult the Trust's actuarial and insurance consultants and shall be entitled to rely upon their advice as respects actuarial and insurance questions. The Trustees may from time to time consult with the Trust's certified public accountants and shall be entitled to rely upon their advice as to accounting questions.

Section 8. The Trustees are hereby empowered to do all acts whether or not expressly authorized herein, which the Trustees may deem necessary to accomplish the general objectives of maintaining the Pension Plan solely in the interests of the participants and beneficiaries for the exclusive purpose of (a) providing benefits to participants and beneficiaries; and (b) defraying reasonable expenses of administering the Plan. Such actions shall be taken with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. Such actions shall include the diversification of the investments so as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so, and all such actions shall be in accordance with the documents and instruments governing the Plan insofar as such documents and instruments are consistent with applicable law.

Section 9. The Trustees may delegate to a sub-committee of the Trustees consisting of an equal number of Employer and Union Trustees or to a person or persons other than Trustees authority to review and make determinations with respect to eligibility for benefits or to carry out other specified fiduciary duties.

Section 10. The Trustees may appoint an Investment Manager or Managers to manage, acquire, or dispose of any assets of the Fund. Such an Investment Manager may or may not be designated a "Corporate Trustee" or "Corporate Agent".

Section 11. If an Investment Manager or Managers has been appointed in accordance with the terms of this Agreement and Declaration of Trust, no Trustee shall be liable for the acts or omissions of such Investment Manager or Managers or under an obligation to invest or otherwise manage any asset of the Plan which is subject to the management of such Investment Manager.

Section 12. The Trustees may authorize the purchase of insurance for themselves collectively and individually and for any other fiduciary employed by the Trustees to cover liability or losses occurring by reason of the act or omission of a fiduciary, subject to the limitations of the Employee Retirement Income Security Act of 1974.

Section 13. The Trustees shall keep true and accurate books of account and records of all their transactions, which shall be open to the inspection of each of the trustees at all times and which shall be audited not less often than annually by a certified public accountant selected by the Trustees. Such audits shall be available at all times for inspection by the Union and the Employers at the principal office of the Trust. The Trustees shall keep written minutes of all meetings.

Section 14(a). Questions concerning any action to be taken by the Trustees pursuant to this Agreement and Declaration of Trust shall be decided in the following manner: The entire group of Employer Trustees shall have one vote and the entire group of Union Trustees shall have one vote.

The one vote of the Union Trustee shall be cast in accordance with the vote of the majority of the Union Trustees present at a meeting.

The one vote of the Employer Trustees shall be cast in accordance with the majority vote of the Employer Trustees present at a meeting.

Two Employer Trustees and two Union Trustees must be present at any meeting at which any action is taken.

(b) In the event of a deadlock, the question shall be submitted for decision to an arbitrator mutually agreed upon by the Trustees, and if they cannot agree upon an arbitrator within ten days after such deadlock occurs then by an arbitrator designated by the New York State Mediation Board. The decision of the arbitrator shall be final and binding and shall be adopted by the Trustees and deemed to be the vote of the Trustees. The cost and expense incidental to any proceedings needed to break a deadlock shall be borne by the Trust Fund. The said arbitrator shall be required to render his decision within the time limits fixed by the Trustees.

(c) A deadlock shall be deemed to exist whenever the Trustees are unable to reach an agreement at a meeting after duly voting according to the voting procedure herein above set forth. A deadlock shall also be deemed to exist whenever the lack of a necessary quorum of Trustees continues for two successive meetings of the Trustees.

Section 15. The Trustees may authorize an Employer Trustee and a Union Trustee or any joint group equally composed of Employer and Union Trustees

jointly to execute any notice or other instrument in writing, and all persons, partnerships, corporations or associations may rely thereupon that such notice or instrument has been duly authorized and is binding on the Trust and the Trustees.

Section 16. All monies received by the Trustees hereunder shall be deposited by them in such bank or banks as the Trustees may designate for that purpose and all withdrawals of monies from such account or accounts shall be made only by checks signed by the Trustees authorized in writing by the Trustees to sign such checks. Except as hereinafter provided, no check shall be valid unless signed by two persons of whom one shall be a Union Trustee and one an Employer Trustee.

The Employer Trustee shall designate in writing the names of the particular Employer Trustees who may sign checks in the above manner, and the Union Trustees shall likewise designate in writing the names of the particular Union Trustees who may sign checks in the above manner.

The Trustees may, in their discretion, designate and authorize an employee of the Trust to sign checks upon such separate and specific bank account or bank accounts as the Trustees may designate and establish for such purpose.

Section 17. The Trustees and employees who are empowered and authorized to sign checks as aforesaid shall each be bonded by a duly authorized surety company in such amounts as may be determined from time to time by the Trustees. Each employee employed by the Trustees who may be engaged in handling monies of the Trust Fund shall also be bonded by a duly authorized surety company in the same manner. The cost of the premiums on such bonds shall be paid out of the Trust Fund.

Section 18. The Trustees shall administer the Pension Fund in conformity to this Agreement and Declaration of Trust, as from time to time amended and in conformity to the requirements of the Labor-Management Relations Act of 1947 as amended and the Employee Retirement Security Act of 1974, and all other applicable laws.

Section 19. The Trustees shall provide a procedure for establishing and carrying out a funding policy and method consistent with the objective of the Pension Plan and with the requirements of the Employee Retirement Income Security Act of 1974.

Article V

COLLECTION OF CONTRIBUTIONS

Section 1. The Employers shall pay to the Trustees the Employer contributions as required by their respective Collective Bargaining Agreements and promptly remit the same to the Trustees on or before the 10th of each month covering all payroll periods during the preceding calendar month.

Detailed written reports shall be submitted to the Trustees by the Employers together with each payment, the said reports to be in such form

as may be requested from time to time by the Trustees. The Trustees may at any time audit the pertinent books and records of any Employer in connection with the above.

Section 2. The Trustees shall have the power to demand, collect and receive contributions and shall hold such monies for the purposes specified in this Agreement and Declaration of Trust.

Section 3. The failure of an Employer to pay the contributions required hereunder promptly when due shall be a violation of the Collective Bargaining Agreement between the said Employer and the Union as well as a violation of the Employer's obligations hereunder. Nonpayment by an Employer of any monies due shall not relieve any other Employer from his obligation to make payments. In addition to any other remedies to which the parties may be entitled an Employer in default for five working days shall be obligated to pay interest, at the rate of 10% or the maximum legal rate whichever is the lesser per annum, on the monies due to the Trustees from the first day of the month when the payment was due to the date when payment is made, together with all expenses of collection incurred by the Trustees, including reasonable attorney's fees.

Section 4. In addition to any other enforcement remedies which may exist under the Collective Bargaining Agreements and under this Agreement and Declaration of Trust, the Trustees are authorized and empowered to take whatever proceedings may be proper and necessary in their discretion for enforcement of Employer's obligations including but not limited to proceedings at law and in equity and arbitration and any remedies which would be generally available to the parties for enforcement of the aforesaid Collective Bargaining Agreements.

Article VI

TERMINATION OF INDIVIDUAL EMPLOYERS

Section 1. An Employer shall cease to be an Employer under this Agreement and Declaration of Trust whenever,

(a) The Trustees have given the Employer 30 days written notice that any Employer Contribution or other payment required to be made by such Employer to or for the account of the Trust Fund has not been paid when due and the same remains unpaid; or

(b) Such Employer no longer qualifies as an Employer as defined in Section 1 of Article I hereof.

Section 2. When, as provided in Section 1 of this Article VI, an Employer ceases to be an Employer hereunder.

(a) The Employees of such Employer shall after 30 days from said date cease to accrue benefits under the Pension Plan or Pension Trust Fund provided they have received 30 days written notice to such effect from the Trustee.

(b) Such Employer shall have no further rights or powers under this Agreement and Declaration of Trust, except as hereinafter in this Article VI provided.

Section 3. An Employer who ceases to be an Employer hereunder for the reason stated in Section 1(a) of this Article VI, upon payment to the Trustees of all amounts then due from him, including any interest accrued thereon, and any expenses incurred in connection with his default, may be reinstated hereunder by the Trustees, and in such event the Employees of such Employer shall again be entitled to the benefits of this Agreement and Declaration of Trust, subject to such conditions as may be provided therefor in the pension plan.

Section 4. An Employer who ceases to be an Employer hereunder for the reason stated in Section 1(a) of this Article VI shall continue to remain fully liable for Employer contributions or other payments due hereunder; and an Employer who ceases to be an Employer for the reason stated in Section 1(b) of this Article VI shall remain liable for any Employer Contributions or other payments which, under the circumstances, may be due to the Trustees under the Collective Bargaining Agreement.

Article VII

TERMINATION OF THE TRUST

Section 1. The Trust may be terminated when there is no longer in force any agreement between any Employer and the Union requiring any employer contributions to this Trust Fund for the purposes hereinabove provided.

This Trust may also be terminated at any time by the unanimous vote of all Trustees, with the consent of the Employers and the Union.

In the event of termination of the Pension Fund the Trustees shall notify the Pension Benefit Guaranty Corporation as required by the Employee Retirement Income Security Act of 1974 and shall allocate assets and take all other termination steps in conformity to said law.

Section 2. In the event of termination of this Trust, the Trustees shall apply the Fund to pay or to provide for the payment of any and all obligations of the Trust and distribute and apply any remaining surplus in such manner as will, in their opinion, best effectuate the purpose of this Trust; provided, however, that no part of the corpus or income of this Trust shall be used for or diverted to purposes other than the exclusive benefit of Employees, retired Employees, or the families or beneficiaries of Employees or retired Employees, or the administrative expenses of this Trust or the pension plan or for other payments in accordance with the provisions of such plan.

Section 3. Upon termination of this Trust, the Trustees shall forthwith notify the Union and each Employer, and the insurance carrier or carriers of the Policy or Policies and all other necessary parties, and shall

continue as Trustees for the purpose of winding up the affairs of this Trust, and may take any action with regard to any Policy or Policies which may be required by the insurance carrier or carriers of such Policy or Policies and which the Trustees, in their discretion, may deem appropriate.

Article VIII

MISCELLANEOUS PROVISIONS

Section 1. Each Employer shall promptly furnish to the Trustees on demand any and all records of his Employees concerning the classifications of such Employees, their names, social security numbers, the amount of wages paid and hours worked, and any and all other payroll records and information that the Trustees may require in connection with the administration of the Trust and for no other purpose. Each Employer shall also submit in writing to the Trustees at such regular periodic intervals and in such form as the Trustees may establish such of the above data and information as may be requested by the Trustees. The Trustees, or their authorized representatives, may examine and audit the pertinent payroll books and records of each Employer whenever such examination or audit is deemed necessary or advisable by the Trustees in connection with the proper administration of the Trust.

Section 2(a). No Employee or any person claiming by or through such Employee by reason of having been named a beneficiary in a certificate or otherwise shall have any right, title or interest in or to the funds or other property of the Trust Fund or any part thereof, except as specifically provided herein

(b). No monies, property or equity or interest of any nature whatsoever in the Trust or Trust Funds or policies or benefits or monies payable therefrom shall be subject in any manner, by any employee or person claiming through such employee, to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, garnishment, mortgage, lien or charge, and any attempts to cause the same to be subject thereto shall be null and void.

Section 3. No person, partnership, corporation or association dealing with the Trustees shall be obliged to see to the application of any funds or property of the Trust or to see that the terms of the Trust have been complied with or be obliged to inquire into the necessity or expediency of any act of the Trustees and every instrument effected by the Trustees shall be conclusive in favor of any person, partnership, corporation, or association relying thereon that

(a) At the time of the delivery of said instrument the Trust was in full force and effect;

(b) Said instrument was effected in accordance with the terms and conditions of this Agreement and Declaration of Trust; and

(c) The Trustees were duly authorized and empowered to execute such instrument.

Section 4. Anything contained in this Agreement and Declaration of Trust, or any amendment hereof, or in the pension plan or any amendments thereof, to the contrary notwithstanding, no part of the corpus or income of this Trust Fund shall be used for, or diverted to, purposes other than for the exclusive benefit of the Employees, retired Employees, or the wives and children or beneficiaries of Employees or Retired Employees, or the expenses (including taxes) of this Trust Fund and the pension plan.

Section 5. The Trustees shall have and maintain an office in the City of New York. The Trustees may from time to time change the location of their office within the City of New York but no change shall be effective until notice thereof shall have been given to the Union and Employers.

Section 6. The address of the Union and of each of the Employers shall be that stated on the signature pages of this Agreement and Declaration of Trust. The Union or any Employer may change its address by written notice to the Trustees stating the new address, and such changed address shall be kept on file by the Trustees open to the inspection of any Trustee, Union or Employer.

Section 7. Notices given to the Trustees, Union or Employers hereunder shall (unless herein otherwise specified) be sufficient if in writing and delivered to, or sent by postpaid first class mail or prepaid telegram to, the addresses thereof at his, their or its address above stated or changed as above provided. Except as herein otherwise provided, distribution or delivery of any statement or document required hereunder to be made to the Trustees, Union or Employers shall be sufficient if delivered in person or if sent by postpaid first class mail to his, their or its address above stated or changed as above provided.

Article IX

AMENDMENTS

Subject to the provisions of Section 4 of Article VIII hereof, this Agreement and Declaration of Trust may be amended in any respect from time to time by the Trustees, provided that each amendment shall be duly executed in writing by the Trustees and annexed hereto and a copy thereof shall be distributed to the Union and each Employer. As to any amendment, the Trustees in their sole discretion shall have full power to fix the effective date thereof.

Article X

EXECUTION OF AGREEMENTS

SITUS OF TRUSTS

Section 1. This Agreement and Declaration of Trust may be executed in one or more counterparts. The signature of a party on any counterpart shall be sufficient evidence of its or his execution thereof.

Section 2. This Agreement and Declaration of Trust shall be deemed to have been executed and delivered in the State of New York and shall be governed by the laws of the State of New York except as to matters covered by the Employee Retirement Income Security Act of 1974. The situs of the Trust shall be deemed to be in the State of New York and the Trustees shall be accountable only in the State of New York.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement the _____ day of _____, 19____.

EMPLOYER TRUSTEES

| | |
|------------------|---|
| _____ | c/o S. Schaffer Grocery Corp. Weyman Avenue & Industrial Place New Rochelle, New York 10805 |
| Samuel Schaffer | |
| _____ | c/o Krasdale Foods, Inc. Hunts Point Food Center Bronx, New York 10474 |
| Robert Gewelb | |
| _____ | c/o Mullins & Sons, Inc. 84 Myrtle Avenue Brooklyn, New York 11201 |
| Albert S. Corven | |

UNION TRUSTEES

| | |
|------------------|--|
| _____ | c/o Local 138 1038 Jackson Avenue Long Island City, New York 11101 |
| Frank Ribustello | |
| _____ | c/o Local 138 1038 Jackson Avenue Long Island City, New York 11101 |
| James O'Neil | |
| _____ | c/o Local 138 1038 Jackson Avenue Long Island City, New York 11101 |
| Thomas Vilardo | |

LOCAL 138, affiliated with the International Brotherhood of Teamsters,
Chauffeurs, Warehousemen and Helpers of America

By: _____ 1038 Jackson Avenue
Long Island City, New York 11101

Title

EMPLOYER

By: _____ Address

Title

**CERTIFICATE
OF A
RESOLUTION ADOPTED BY
THE BOARD OF TRUSTEES
OF THE
LOCAL 138 PENSION TRUST FUND**

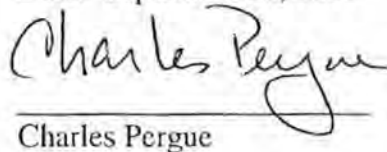
The undersigned is counsel to Local 138 Pension Trust Fund and makes this certificate under penalty of perjury.

Since at least 1980, the Local 138 Pension Trust Fund has operated pursuant to the Agreement and Declaration of Trust, as amended from time to time, a copy of which was provided to the Internal Revenue Service in January 2010.

However, an original signed copy of the Agreement and Declaration of Trust cannot be located despite diligent searching.

Therefore, at a meeting of the Board of Trustees of the Local 138 Pension Trust Fund held September 16, 2011, the current Trustees of the Local 138 Pension Trust Fund adopted a resolution that ratified and confirmed that the document provided to the Internal Revenue Service is the Agreement and Declaration of Trust of the Local 138 Pension Trust Fund.

Date: September 26, 2011



Charles Pergue

Local 138 Pension Trust Fund
Minutes of the
Meeting of the Board of Trustees
Held on
September 16, 2011

MINUTES of a meeting of the Board of Trustees of the Local 138 Pension Trust Fund held on September 16, 2011 at 10 am at 2151 Marion Place, Baldwin, New York 11510.

Present:

Richard Sheehan, Edwin Figueroa and Ralph Torres - Union Trustees
Steven Silver, Paul Rodriguez and Gary Kolarus - Employer Trustees
Christina Maderich - Fund Administrator
Doris Echeguren, Assistant Administrator
Michael Steckler and Joseph Morello of Steinberg Steckler & Picciurro - Auditor
Craig Voelker of O'Sullivan Associates - Actuary
Charles Pergue and Walter Kane of Cary Kane, LLP - Fund Counsel
Gerald Chasin of UBS, - Investment Consultant
Howard Jacobs of Krasdale Foods, Inc., By Invitation
Jack Handley of Local 802, IBT, By Invitation

I. Approval of the Minutes

The minutes for the meeting of June 24, 2011 were presented and read. Mr. Steve Silver remarked that the minutes omitted the Trustees' request for budgets on all litigations. Accordingly, the minutes were tabled pending correction.

II. Actuary's Report

Mr. Craig Voelker of O'Sullivan Associates, the Fund's actuary, presented and reviewed the 2010 Valuation report. The report set forth the Fund's liabilities, assets and cost as of December 31, 2010. The report also set forth the participant demographics, annual contribution income and the assumptions used to derive costs and liabilities. Mr. Voelker remarked that assets would continue to decline given the Fund's negative cash flow and ratio of active to inactive

participants.

Mr. Voelker then reported on the status of the request to the PBGC for a partitioning of the Fund. A copy of the April 14, 2011 request was circulated. Mr Voelker believed that the PBGC had discretion on the scope of the partition. But based on the response to a similar application he had filed for another distressed pension fund, the PBGC was imposing more stringent prerequisites for partitions. Apparently, the PBGC will only partition liabilities arising from former contributing employers that filed for bankruptcy and withdrawn while the Pension Fund had unfunded liabilities. The Trustees directed the Administrator and the professionals to examine the former contributing employers with the largest number of retirees to determine whether partitioning was a viable option. The Actuary's report was then accepted.

III. Accountant's Report

Mr. Michael Steckler of Steinberg Steckler & Picciurro, the Fund's Auditor, presented and reviewed the Supplementary Financial Information as of June 30, 2011. The reports set forth the balance sheet as of June 30, 2011 along with the receipts and disbursements for the first six months of 2011. After discussion, the Trustees accepted the June 30, 2011 Supplementary Financial Information.

Mr. Steckler distributed and reviewed a report on the disclosure requirements of FASB subtopic 715-80. He also reported on the status of the payroll audit of Krasdale Foods.

After discussion, the Trustees accepted the Auditor's report.

IV. Fund Counsel's Report

Charles Pergue and Walter Kane of Cary Kane, Fund Counsel, distributed and reviewed a memo regarding legal matters their firm was handling on behalf of the Fund. Mr. Pergue reported that a motion for summary of judgment had been served on Tax Trucking. The Motion was to be fully briefed by November 17, 2011. Mr. Kane reported on the August 8 settlement discussions with representatives of Logan Circle and Segal Advisors. Although the parties had not put forward any offers of settlement, they were reviewing the documentation and analysis of the Fund's damages. He also noted that Logan Circle has sought to dismiss the complaint against it and the Fund had filed its opposition to Logan's motion.

Mr. Pergue then presented a memo on the claim of Mary Muller. The claimant asserted that she was the surviving spouse of Archie Regan. Mr. Regan had been receiving a pension until his death. At the time of his death, the survivor's annuity was paid to Estrella Hailey. Based on all of the Fund's records, Estrella Hailey had married Mr. Regan in 1970 and never divorced him. Counsel explained that in the absence of a divorce, the pensioner's spouse continues to be Estrella Hailey despite any subsequent marriages. Ms. Muller had been informed of this and her claim had been denied. She now appealed to the Board of Trustees. As there was nothing in the

record to alter the original determination, Ms. Muller's appeal was denied.

Mr. Pergue then reported that since at least 1980, the Local 138 Pension Trust Fund has operated pursuant to a certain Agreement and Declaration of Trust, a copy of which was provided to the Trustees. As part of its examination of the new restated plan document, the Internal Revenue Service had been provided a copy of the Trust Agreement. The IRS noted that the copy of the Trust Agreement lacked actual signatures of the Trustees and requested a signed copy. However, despite diligent searching, a signed copy of the Trust Agreement cannot be located. Therefore, on a motion, made, seconded and unanimously approved it is resolved and confirmed that the document provided to the Internal Revenue Service is the Agreement and Declaration of Trust of the Local 138 Pension Trust Fund.

Mr. Pergue next reported on the death of pension applicant Romano. Mr. Romano had filed his application only a few days prior to his death in August 2011. His benefit would have commenced no earlier than September 1. He had applied for a 75% Joint and Survivor Annuity. Mr. Pergue stated that it was possible under the law and terms of the Fund to pay his surviving spouse a 50 percent survivor's annuity. After discussion, given the circumstances, the Trustees agreed to honor the application and directed that the 75% survivor's annuity be provided to Romano's surviving spouse.

The Trustees then accepted Counsel's report.

V. Administrator's Report

Ms. Christina Maderich, the Fund's Administrator, then reported that work was progressing on digitizing all data records to an electronic format. This was an ongoing project that involved all the related Local 802 Funds. She remarked that the volume of the data requires a dedicated computer server for this purpose. And the cost of this hardware including installation was \$3,100. Shared among the other 802 funds, the cost to the Local 138 Pension Fund would be \$400. After discussion, the Trustees approved the expenditure.

Ms. Maderich then stated there were two pensioners who were unable to sign the pension verification form due to being infirmed and disabled. Information had been submitted by their relatives verifying that the pensioners were still alive. After discussion, the Trustees approved continued payment of these pensions.

The Trustees then accepted the Administrator's report.

VI. Investment Consultant's Report

Mr. Gerald Chasin of UBS, the Fund's Investment Consultant, presented and reviewed a report that set forth the performance of the Fund's investment managers as of June 30, 2011. Mr. Chasin then presented a draft of the investment guidelines for the Fund which had been

presented at the prior meeting. Mr. Chasin explained that given recent volatility in the markets he suggested that the investment guidelines be modified from the target of 45% equity and 55% fixed income to: 45% equity, 25% fixed income, 25% cash and 5% international. After discussion, on a motion, made, seconded and unanimously approved it was resolved that the investment guidelines along with the amended allocation were approved.

As he had discussed at the prior meeting, Mr. Chasin reviewed the merits of investing in Treasury Inflation Protected Securities ("TIPS"). Mr. Chasin then presented a report on three managers that provide portfolios specializing in TIPS. These were Fidelity, BlackRock and PIMCO. The report set forth the risks and returns of each of the managers as compared to the TIPS benchmark.

Mr. Chasin had asked a representative of Fidelity to discuss with the Trustees the merits of investing in TIPS. Mr. Michael Schmitt of Fidelity was then invited to the meeting. He presented and reviewed a report that described Fidelity's TIPS portfolio. The report set forth the mechanics, risk, returns and fees of the portfolio. After discussion, Mr. Schmitt was thanked for his report and he was excused.

The Trustees then considered the merits of the three candidates. After discussion, on a motion, made, seconded and unanimously approved it was resolved to allocate \$1,000,000 each to Fidelity, BlackRock and Pimco for investing into TIPS.

Mr. Chasin then presented and reviewed a letter that described a recent incident of unauthorized trading committed by a UBS trader in its London Office. The unauthorized trading resulted in a significant loss to UBS Assets. As set forth in the letter, all of the Fund's assets remain secure and unaffected by this event.

After discussion, the Trustees accepted Mr. Chasin's report.

VII. Adjournment

There being no further business, the meeting was adjourned.

The Minutes Approved _____

Employer Trustee _____

Union Trustee _____

Amendment to Trust Agreement

The third sentence of Article V, Section 3, of the Trust Agreement shall be amended to read as follows:

In addition to any other remedies to which the parties may be entitled an Employer in default for five working days shall be obligated to pay interest, at the rate of 18% or the maximum legal rate whichever is the lesser per annum, on the monies due to the Trustees from the first day of the month when the payment was due to the date when payment is made, together with all expenses of collection incurred by the Trustees, including reasonable attorney's fees and liquidated damages in the amount of 20% of the amount of unpaid contributions.

Approved
5/20/91

AMENDMENT TO ARTICLE IV, SECTION 14(a)
of the
AGREEMENT AND DECLARATION OF TRUST

The fourth sentence of Article IV, Section 14(a) shall be amended to read as follows:

Two Employer Trustees and two Union Trustees must be present at any meeting at which any action is taken, except that determinations with respect to eligibility for benefits may be made at any meeting at which at least one Employer Trustee and one Union Trustee are present.

Approved 9/23/91

AMENDMENT TO LOCAL 138 PENSION
TRUST FUND AGREEMENT AND
DECLARATION OF TRUST
EFFECTIVE SEPTEMBER 14, 1992

Article III, Section 4 shall be amended to read as follows:

Section 4. In the event of a vacancy as to any Union Trustee for any reason, the vacancy shall be filled by the Executive Board of the Union. In the event of a vacancy as to any Employer Trustee for any reason, the vacancy shall be filled as follows: Robert Gewelb, and any successor thereafter appointed for said Trustee, shall be replaced by a Trustee designated by Krasdale Foods, Inc.; in the event of a vacancy as to any other Employer Trustee for any reason, the vacancy shall be filled by the remaining Employer Trustees.

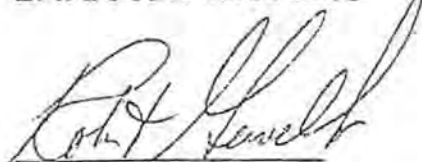
Amendment to the Local 138 Pension Trust Fund
Agreement and Declaration of Trust

Pursuant to the authority vested in them under Article IX of the Agreement and Declaration of Trust governing the Local 138 Pension Trust Fund (the "Trust Agreement"), the Trustees hereby amend the Trust Agreement as follows:

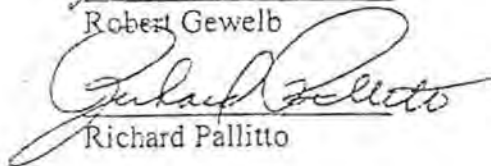
Article V, Section 3 of the Trust Agreement shall be amended by deleting the third sentence in its entirety and replacing it with the following new sentence, effective March 26, 1997:

In addition to any other remedies to which the parties may be entitled, an Employer in default for five working days shall be obligated to pay interest at the rate of 12%, or at the prime rate in effect on the date when contributions were due if greater, on the amount of the unpaid contributions from the date when contributions were due until the date when payment is made, together with liquidated damages in the sum of 20% of the amount of the unpaid contributions and all costs of collection, including attorneys' fees.

EMPLOYER TRUSTEES



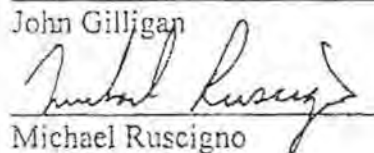
Robert Gewelb



Richard Pallitto

UNION TRUSTEES

John Gilligan



Michael Ruscigno



Hector Rodriguez

AMENDMENT NO. 5 TO THE
LOCAL 138 PENSION TRUST FUND
AGREEMENT AND DECLARATION OF TRUST

Pursuant to Article X of the Agreement and Declaration of Trust of the Local 138 Pension Trust Fund (the "Agreement"), the Trustees hereby make the following amendments:

1. Effective March 26, 1997, Article V shall be amended by adding a new Section 5 to incorporate the Delinquency and Collection Guidelines adopted by this Fund's Board of Trustees on March 26, 1997. Section 5 shall supersede all prior inconsistent provisions of Sections 1 through 4 of this Article and shall read as follows:

Section 5 - Delinquency Collection Guidelines

The following steps will be applied to all delinquent employer ("Delinquent Employer") contributions to the Local 138 Pension Trust Fund (the "Fund"):

- a. Due Date. Employer contributions to the Fund are due no later than the tenth (10th) day of the month immediately following the month for which such contributions are payable (the "Due Date").
- b. Delinquent Employer. An employer is deemed Delinquent if its contributions are not postmarked or received in the Fund office by the fifth (5) business day occurring on or after the Due Date. Any contribution which is not postmarked or received in the Fund office by the fifth business day after the Due Date shall be considered a "Delinquency."
- c. Review of Existing Delinquencies. The Trustees shall review at each Trustees' meeting the nature and amount of existing Delinquencies and the collection efforts being made by the Fund office. The Trustees will use all reasonable efforts to collect the existing Delinquencies, consistent with existing law and regulations.
- d. First Letter. The Fund Administrator shall send a letter by regular mail and certified mail, return receipt requested, with a copy to the Union, to the Delinquent Employer no later than the tenth (10th) business day occurring on or after the Due Date, requesting immediate remittance of all Delinquencies and notifying the Delinquent Employer of the penalties for failure to make timely payments.

- e. Interest Added. If the employer contributions are not postmarked or received in the Fund office by the fifth business day on or after the Due Date, interest in the amount of twelve (12) percent (or the prime rate at Republic National Bank in effect on the Due Date if greater than twelve (12) percent) of the total Delinquency. Interest shall accrue from the Due Date until the Delinquency plus accrued interest, is paid to the Fund in full, unless waived in whole or in part by the Trustees or their duly authorized delegate.

- f. Second Letter. If the Delinquency is not received in the Fund office within ten (10) days of the date of the First Letter, the Fund office shall send a Second Letter by regular mail and certified mail, return receipt requested, to the Delinquent Employer with a copy to Fund Counsel and the Union no later than the fifteenth (15th) day following the date of the First letter, stating that if the Delinquency is not received, within five (5) days of the date of the Second Letter, the matter shall be referred to the Trustees for authorization of legal proceedings against the Delinquent Employer or, if appropriate under paragraph g below, to Fund Counsel.

- g. Legal Action. All pending Delinquencies shall be presented by the Fund Administrator to the Trustees for determination as to whether to authorize legal proceedings against the Delinquent Employers. Notwithstanding the foregoing, the Fund Administrator shall refer the following Delinquencies to Fund Counsel if no payment is received within five (5) days of the date of the Second letter, without prior authorization of the Trustees, where:
 - i. the aggregate amount of the Delinquency exceeds \$7,500;
 - ii. the Delinquent Employer has been delinquent for 4 consecutive months or for more than 4 months in the preceding 24 months; or
 - iii. the Delinquent Employer has failed to comply with a payment schedule in the 24 months preceding the Delinquency.


- h. Trustees' Decision. Any decision to accept payment of less than the full outstanding Delinquency, plus interest, from a Delinquent Employer, or any decision not to pursue litigation or to discontinue litigation, shall be made by the Trustees or a subcommittee or other person specifically authorized by the Trustees. The Trustees may enter into a settlement for less than the whole amount due, and may refrain from instituting (or may discontinue pending) litigation for reasons including, but not limited to: i) that the efforts of collection would prove more costly than the total Delinquency to be collected as a result of the settlement; ii) that further delay would result in failure to collect even the amount offered in settlement; or iii) that the risks of litigation to collect the amounts due outweigh the benefits.
- i. Writing Required. All decisions of the Trustees regarding any action to be taken (or not taken) regarding Delinquencies shall be set forth in written minutes of a meeting of the Trustees. If the action is taken without a meeting pursuant to a teleconference or by written consent, the action shall be reported at the next regularly scheduled meeting and reflected in the minutes of that meeting.
- j. Audit Procedures. The Trustees recognize their right to audit the books and records of Employers from time to time in order to ensure that proper contributions have been made to the Fund. The costs of such audits shall be paid by the Fund unless the audit demonstrates that an Employer did not make all required contributions to the Fund, in which case, the Employer shall bear the costs of such audit. If an audit shows that an Employer did not pay all required contributions, the amount of additional contributions found to be due shall be treated as a Delinquency, and interest shall accrue on the Delinquency at the rate provided above in paragraph 5, from the date the contribution was originally due. The Fund Administrator shall forward a copy of the audit report to the Employer, with a copy to the Union and Fund Counsel, demanding payment or a written explanation of the Employer's dispute with the audit report, within 20 days of the date of the letter ("Demand Letter"). If the Employer fails to respond within the time provided, the Fund Administrator shall present the audit Delinquency

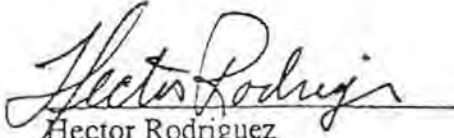
to the Trustees for consideration of whether to authorize legal proceedings against the Employer. Notwithstanding the foregoing, if the audit report shows contributions due in excess of \$7,500 and the Employer fails to pay or respond to the Demand Letter, the Administrator shall refer the audit Delinquency to Fund Counsel without prior authorization by the Trustees.

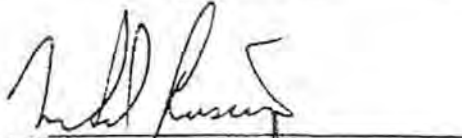
2. Effective June 8, 2000, Article X of the Agreement shall be amended by changing the title of this Article to read "Amendment and Merger", by numbering the first paragraph of this Article as Section "1" and by adding a new Section 2 to read as follows:
 2. The Trustees may merge the Local 138 Pension Trust Fund with another qualified pension plan of similar type on such terms and conditions as the Trustees, in their discretion, deem desirable; provided that such merger conforms with applicable law and may take all actions necessary to carry out such merger.

This amendment may be signed in counterparts.

UNION TRUSTEES



John Gilligan
Dated: 2-1-01


Hector Rodriguez
Dated: 2/1/01


Michael Ruscigno
Dated: 1/12/01

EMPLOYER TRUSTEES


Robert Gewelb
Dated: 12/28/00


Paul Rodriguez
Dated: 2/1/01



File

Amendment to the
Local 138 Pension Trust Fund
Agreement and Declaration of Trust

Pursuant to the authority vested in them by Article IX of the Agreement and Declaration of Trust governing the Local 138 Pension Trust Fund (the "Trust Agreement"), the Trustees hereby amend Article I of the Trust Agreement as follows:

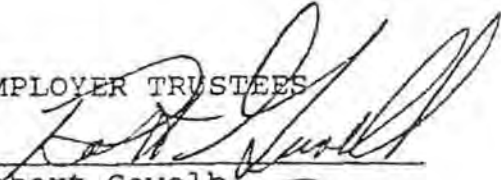
1. Section 1(b) of Article I shall be amended by deleting said Section in its entirety and replacing it with the following new Section 1(b), effective May 1, 1996:

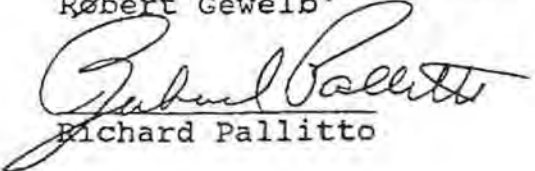
(b) The term "Employer" shall also include the Union, providing the Union shall notify the Trustees of its intention to become a contributing Employer with respect to such of its Employees as the Trustees may accept, from time to time, and providing further that the Union agrees in writing to contribute on behalf of all such employees at the highest rate required to be paid by any Employer under paragraph (a) of this Section.

2. Section 2 of Article I shall be amended by deleting said Section in its entirety and replacing it with the following new Section 2, effective May 1, 1996:

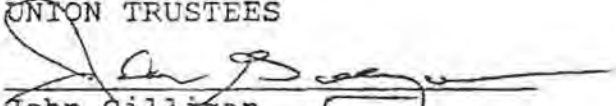
Section 2. UNION. The term "Union" shall mean, prior to May 1, 1996, Local 138, affiliated with the International Brotherhood of Teamsters, and on and after May 1, 1996, Bakery Drivers Local 802, affiliated with the International Brotherhood of Teamsters.

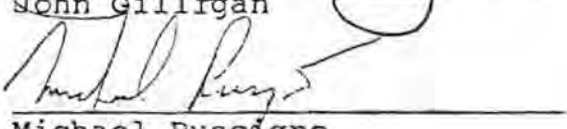
EMPLOYER TRUSTEES



Robert Gewelb


Richard Pallitto

UNION TRUSTEES


John Gilligan


Michael Ruscigno


Hector Rodriguez

AMENDMENT TO THE
LOCAL 138 PENSION TRUST FUND
AGREEMENT AND DECLARATION OF TRUST

WHEREAS, under Article IX of the Agreement and Declaration of Trust of the Local 138 Pension Trust Fund (the "Agreement"), the terms of the Agreement may be amended at any time by the Trustees, and

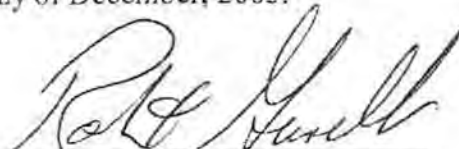
WHEREAS, the Trustees wish to amend the Agreement,

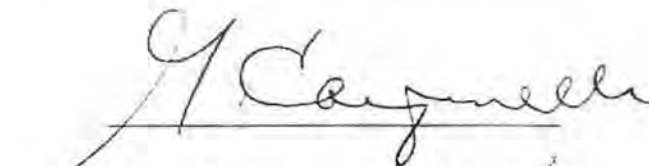
NOW THEREFORE, the Agreement is amended as follows:

Effective January 1, 2006, Article VIII, Section 4, shall be amended by adding the following at the end thereof.

Notwithstanding the preceding sentence, the Trustees, at their discretion, may return to an Employer, any payment or contribution that was paid to the Fund by that Employer as a result of a mistake of fact or a mistake of law within six months that the Trustees' determine that the payment or contribution was made as a result of such mistake.

IN WITNESS WHEREOF, the above amendments are hereby adopted, this 19 day of December, 2005.









TEMPLATE 1

File name: *Template 1 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name. v20210706p

Form 5500 Projection

For supplemental submission due to merger under § 4262.4(f)(1)(ii): *Template 1 Pension Plan Name Merged*, where "Pension Plan Name Merged" is an abbreviated version of the plan name for the separate plan involved in the merger.

For the 2018 plan year until the most recent plan year for which the Form 5500 is required to be filed, provide the projection of expected benefit payments as required to be attached to the Form 5500 Schedule MB if the response to line 8b(1) of the Form 5500 Schedule MB is "Yes."

PLAN INFORMATION

| | | |
|------------------------|------------|--|
| Abbreviated Plan Name: | 138 PF | |
| EIN: | 11-6170655 | |
| PN: | 001 | |

Complete for each Form 5500 that has been filed prior to the date the SFA application is submitted*.

| | 2018 Form 5500 | 2019 Form 5500 | 2020 Form 5500 | 2021 Form 5500 | 2022 Form 5500 | 2023 Form 5500 | 2024 Form 5500 | 2025 Form 5500 |
|----------------------|---------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Plan Year Start Date | | | | | | | | |
| Plan Year End Date | | | | | | | | |
| Plan Year | Expected Benefit Payments | | | | | | | |
| 2019 | \$7,124,813 | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| 2020 | \$7,321,838 | \$7,073,675 | N/A | N/A | N/A | N/A | N/A | N/A |
| 2021 | \$7,468,275 | \$7,468,275 | | N/A | N/A | N/A | N/A | N/A |
| 2022 | \$7,617,641 | \$7,617,641 | | | N/A | N/A | N/A | N/A |
| 2023 | \$5,717,691 | \$5,717,691 | | | | N/A | N/A | N/A |
| 2024 | \$5,682,121 | \$5,682,121 | | | | | N/A | N/A |
| 2025 | \$5,695,537 | \$5,695,537 | | | | | | N/A |
| 2026 | \$5,678,070 | \$5,678,070 | | | | | | |
| 2027 | \$5,635,213 | \$5,635,213 | | | | | | |
| 2028 | \$5,591,270 | \$5,591,270 | | | | | | |
| 2029 | N/A | \$5,533,959 | | | | | | |
| 2030 | N/A | N/A | | | | | | |
| 2031 | N/A | N/A | N/A | | | | | |
| 2032 | N/A | N/A | N/A | N/A | | | | |
| 2033 | N/A | N/A | N/A | N/A | N/A | | | |
| 2034 | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| 2035 | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

* Adjust column headers as may be needed due to any changes in the plan year since 2018 and provide supporting explanation. For example, assume the plan has a calendar year plan year, but effective 10/1/2019 the plan year is changed to begin on October 1. For 2019 there will be two 2019 Forms - one for the short plan year from 1/1/2019 to 9/30/2019, and another for the plan year 10/1/2019 to 9/30/2020. For this example, modify the table to show a separate column for each of the separate Forms 5500, and identify the plan year period for each filing.

TEMPLATE 3

File name: *Template 3 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name.

v20210706p

Historical Plan Information

For supplemental submission due to merger under § 4262.4(f)(1)(ii): *Template 3 Pension Plan Name Merged*, where "Pension Plan Name Merged" is an abbreviated version of the plan name for the separate plan involved in the merger.

Provide historical plan information for each of the most recent 10 plan years immediately preceding the application filing date that separately identifies: total contributions, total contribution base units (including identification of the base unit used (i.e., hourly, weekly)), average contribution rates, and number of active participants at the beginning of each plan year. Also show separately for each of the most recent 10 plan years immediately preceding the application filing date all other sources of non-investment income, including, if applicable, withdrawal liability payments collected, reciprocity contributions (if applicable), additional contributions from the rehabilitation plan (if any), and other identifiable contribution streams.

If the sum of all contributions and withdrawal liabilities shown on this table does not equal the amount shown as contributions credited to the funding standard account on the plan year Schedule MB of Form 5500, include an explanation as a footnote to this table.

PLAN INFORMATION

| | |
|------------------------|------------|
| Abbreviated Plan Name: | 138 PF |
| EIN: | 11-6170655 |
| PN: | 001 |

| | |
|----------------------------|--|
| Unit (e.g. hourly, weekly) | |
|----------------------------|--|

All Other Sources of Non-Investment Income

| Plan Year (in order from oldest to most recent) | Plan Year Start Date | Plan Year End Date | All Other Sources of Non-Investment Income | | | | | | | Number of Active Participants at Beginning of Plan Year |
|---|----------------------|--------------------|--|-------------------------------|---------------------------|---|---|-------------------------------|---|---|
| | | | Total Contributions* | Total Contribution Base Units | Average Contribution Rate | Reciprocity Contributions (if applicable) | Additional Rehab Plan Contributions (if applicable) | Other - Explain if Applicable | Withdrawal Liability Payments Collected | |
| | 01/01/2011 | 12/31/2011 | \$1,074,590 | 18,823 | \$57.09 | \$0.00 | \$0.00 | \$0 | \$5,976.00 | 380 |
| | 01/01/2012 | 12/31/2012 | \$908,365 | 16,591 | \$54.75 | \$0.00 | \$0.00 | \$0 | \$311,951.00 | 363 |
| | 01/01/2013 | 12/31/2013 | \$831,839 | 17,381 | \$47.86 | \$0.00 | \$0.00 | \$0 | \$3,679.00 | 351 |
| | 01/01/2014 | 12/31/2014 | \$849,996 | 17,771 | \$47.83 | \$0.00 | \$0.00 | \$0 | \$0.00 | 334 |
| | 01/01/2015 | 12/31/2015 | \$751,889 | 14,877 | \$50.54 | \$0.00 | \$0.00 | \$0 | \$38,917.00 | 319 |
| | 01/01/2016 | 12/31/2016 | \$695,223 | 13,515 | \$51.44 | \$0.00 | \$0.00 | \$0 | \$359,780.00 | 295 |
| | 01/01/2017 | 12/31/2017 | \$623,959 | 10,741 | \$58.09 | \$0.00 | \$0.00 | \$0 | \$43,463.00 | 244 |
| | 01/01/2018 | 12/31/2018 | \$517,961 | 8,829 | \$58.67 | \$0.00 | \$0.00 | \$0 | \$955,259.00 | 239 |
| | 01/01/2019 | 12/31/2019 | \$476,381 | 7,705 | \$61.83 | \$0.00 | \$0.00 | \$0 | \$43,462.00 | 200 |
| | 01/01/2020 | 12/31/2020 | \$479,890 | 7,666 | \$62.60 | \$0.00 | \$0.00 | \$0 | \$181,011.00 | 176 |

* Total contributions shown here should be contributions based upon CBUs and should not include items separately shown in any columns under "All Other Sources of Non-Investment Income."

TEMPLATE 4
SFA Determination

v20210706p

File name: *Template 4 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name.

For supplemental submission due to a merger under § 4262.4(f)(1)(ii): *Template 4 Pension Plan Name Merged*, where "Pension Plan Name Merged" is an abbreviated version of the plan name for the separate plan involved in the merger.

For supplemental submission due to certain events with limitations under § 4262.4(f)(1)(i): *Template 4 Pension Plan Name Supp*, where "Pension Plan Name" is an abbreviated version of the plan name.

Instructions for Section C, Item 4 of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance:

Provide information used to determine the amount of requested SFA for the plan based on a deterministic projection and using the actuarial assumptions as described in § 4262.4 of PBGC's special financial assistance regulation. The information to be provided is:

NOTE: All items below are provided on sheet '4-3 SFA Details' unless otherwise noted.

- a. Interest rate used (the "SFA interest rate"), including supporting details on how it was determined. If such interest rate is the limit described in section 4262(e)(3) of ERISA, identify the month selected by the plan to determine the third segment rate used to calculate the limit. [*Sheet: 4-1 SFA Interest Rate*]
- b. Fair market value of assets on the last day of the calendar quarter immediately preceding the date the application is filed (the "SFA measurement date").
- c. For each plan year in the period beginning on the SFA measurement date and ending on the last day of the last plan year ending in 2051 (the "SFA coverage period"):
 - i. Separately identify the projected amount of contributions, projected withdrawal liability payments, and other payments expected to be made to the plan (excluding the amount of financial assistance under section 4261 of ERISA and SFA to be received by the plan).
 - ii. Separately identify benefit payments described in § 4262.4(b)(1) of PBGC's special assistance regulation (excluding the payments in (c)(iii) below) for current retirees and beneficiaries, terminated vested participants not currently receiving benefits, currently active participants and new entrants. [*Sheet: 4-2 SFA Ben Pmts*]
 - iii. Separately identify payments described in § 4262.4(b)(1) of PBGC's special financial assistance regulation attributable to the reinstatement of benefits under § 4262.15 that were previously suspended through the SFA measurement date. [Also see applicable examples in Section C, Item 4(c)(iii) of the SFA instructions.]
 - iv. Separately identify administrative expenses expected to be paid using plan assets, excluding the amount owed PBGC under section 4261 of ERISA.
- d. For each plan year in the SFA coverage period, the projected investment income based on the interest rate in (a) above, and the projected fair market value of plan assets at the end of each plan year.
- e. The present value (using the interest rate identified in (a) above) as of the SFA measurement date of each of the separately provided items in (c)(i)-(iv) above.
- f. SFA amount determined as a lump sum as of the SFA measurement date. As described in § 4262.4(a) of PBGC's special financial assistance regulation, this amount equals the excess (if any) of the SFA-eligible plan obligations (the present value of the items in (c)(ii) through (c)(iv)) over the SFA-eligible plan resources (item (b) plus the present value of the items in (c)(i)).

Additional instructions for each individual worksheet:

Sheet

4-1 SFA Determination - SFA Interest Rate

See instructions on 4-1 SFA Interest Rate.

4-2 SFA Determination - SFA Benefit Payments

On this sheet, you will provide:

- Basic plan information (plan name, EIN/PN, SFA measurement date, SFA interest rate),
- Year-by-year deterministic projection of benefit payments, and
- Present values as of the SFA measurement date, using the SFA interest rate.

For each plan year in the period beginning on the SFA measurement date and ending on the last day of the last plan year ending in 2051 (the "SFA coverage period"), separately identify benefit payments described in § 4262.4(b)(1) of PBGC's special assistance regulation for current retirees and beneficiaries, terminated vested participants not currently receiving benefits, currently active participants and new entrants. On this Sheet 4-2, show all benefit payments as positive amounts.

If the plan has suspended benefit payments under sections 305(e)(9) or 4245 of ERISA, the benefit payments in this Sheet 4-2 projection should reflect prospective reinstatement of benefits assuming such reinstatements commence as of the SFA measurement date. If the plan restored or partially restored benefits under 26 CFR 1.432(e)(9)-1(e)(3) before the SFA measurement date, the benefit payments in this Sheet 4-2 should reflect fully restored prospective benefits.

Benefit payments to be paid to participants to restore previously suspended benefits should not be included on this Sheet 4-2, and are separately shown on Sheet 4-3 in the Column (7). All reinstatement of benefits should be shown assuming such reinstatements are paid beginning as of the SFA measurement date (or on the SFA measurement date, for lump sum reinstatement of prior suspended benefits).

Provide the present value as of the SFA measurement date of each separate set of benefit payments, using the limited SFA interest rate from Sheet 4-1. On this sheet, show the present values as positive amounts.

Except for the first row in the projection exhibit below, each row must include the full plan year of the indicated information up to the plan year ending in 2051. This first row may be less than a full plan year of information. The first row in the projection period is for the period beginning on the SFA measurement date and ending on the last day of the plan year containing the SFA measurement date. For all other periods, provide the full plan year of information up to the plan year ending in 2051.

4-3 SFA Determination - SFA Details

On this sheet, you will provide:

- Basic plan information (plan name, EIN/PN, SFA measurement date, SFA interest rate),
- Year-by-year deterministic projection, and
- Present values as of the SFA measurement date, using the SFA interest rate.

For each plan year in the period beginning on the SFA measurement date and ending on the last day of the last plan year ending in 2051 (the "SFA coverage period"), provide each of the items requested in Columns (1) through (10). Show payments INTO the plan as positive amounts and payments OUT of the plan as negative amounts.

If the plan has suspended benefit payments under sections 305(e)(9) or 4245 of ERISA, Column (7) should show the benefit payments to be made to restore the past benefits that have been suspended. These amounts should be determined as if such reinstatements are paid beginning as of the SFA measurement date. If the plan sponsor elects to pay these amounts as a lump sum, then the lump sum amount is assumed paid as of the SFA measurement date. If the plan sponsor decides to make payments over 60 months, the first monthly payment is assumed paid on the first regular payment date on or after the SFA measurement date. See the examples in the SFA Instructions. If the reinstatement is paid over 60 months, each row in the projection should reflect the monthly payments for that period. The prospective reinstatement of suspended benefits is included in Column (6); Column (7) is only for reinstatement of past benefits that were suspended.

Provide the present values as of the SFA measurement date of each of the projections in Columns (3) through (8), using the limited SFA interest rate from Sheet 4-1. Show the present values as the same sign (positive or negative) as the projected amounts (e.g., benefit payments are negative on this Sheet 4-3, and the present value of benefit payments should also be negative).

Except for the first row in the projection exhibit, each row must include the full plan year of the indicated information up to the plan year ending in 2051. This first row may be less than a full plan year of information. The first row in the projection period is for the period beginning on the SFA measurement date and ending on the last day of the plan year containing the SFA measurement date. For all other periods, provide the full plan year of information up to the plan year ending in 2051.

TEMPLATE 4 - Sheet 4-1

v20210706p

SFA Determination - Interest Rate

Provide the SFA interest rate used, including supporting details on how it was determined.

PLAN INFORMATION

| | | |
|--|------------|---|
| Abbreviated Plan Name: | 138 PF | |
| EIN: | 11-6170655 | Last day of the calendar quarter immediately preceding the application submission date: |
| PN: | 001 | |
| Application Submission Date: | 08/23/2021 | |
| SFA measurement date: | 06/30/2021 | |
| Last day of first plan year ending after the measurement date: | 12/31/2021 | |

| | |
|------------------------|-------|
| SFA Interest Rate Used | 4.00% |
|------------------------|-------|

Input amount used in determination of SFA.

Development of interest rate limit:

| | |
|--|--------|
| Plan Interest Rate: | 4.00% |
| Month used for interest rate (<i>month in which application is filed or the 3 preceding months</i>): | Jul-21 |
| 3rd Segment Rate as of applicable date (<i>Section 303(h)(2)(C)(iii) - disregarding modifications made under clause (iv) of such section</i>): | 3.10% |
| Interest Rate Limit (<i>3rd Segment rate plus 200 basis points</i>): | 5.10% |

Interest rate used for the funding standard account projections in the plan's most recently completed certification of plan status before 1/1/2021.

Month is selected by the plan sponsor.

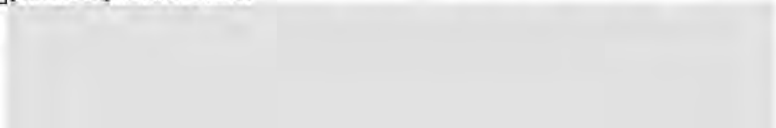
<https://www.irs.gov/retirement-plans/minimum-present-value-segment-rates>

This amount is calculated based on the other information entered.

| | |
|--|-------|
| SFA Interest Rate Calculation (<i>Lesser of Plan Interest Rate and Interest Rate Limit</i>): | 4.00% |
| SFA Interest Rate Match Check: | Match |

This amount is calculated based on the other information entered.

If the SFA Interest Rate Calculation is not equal to the SFA Interest Rate Used, provide explanation below.



TEMPLATE 4 - Sheet 4-2

v20210706p

SFA Determination - Benefit Payments

See Supplemental Instructions for Sheet 4-2 on Template 4 Instructions.

PLAN INFORMATION

| | |
|------------------------|------------|
| Abbreviated Plan Name: | 138 PF |
| EIN: | 11-6170655 |
| PN: | 001 |
| SFA Measurement Date: | 06/30/2021 |
| SFA Interest Rate: | 4.00% |

On this Sheet 4-2, show all benefit payment amounts and present values as positive amounts.

PRESENT VALUE as of the Measurement Date of Projected Benefit Payments for:

| Current Retirees and Beneficiaries in Pay Status | Current Terminated Vested Participants | Current Active Participants | New Entrants | Total |
|--|--|-----------------------------|--------------|---------------|
| \$72,454,002 | \$22,629,662 | \$19,323,753 | \$497,704 | \$114,905,121 |

PROJECTED BENEFIT PAYMENTS for:

| Plan Year Start Date | Plan Year End Date | Current Retirees and Beneficiaries in Pay Status | Current Terminated Vested Participants | Current Active Participants | New Entrants | Total |
|----------------------|--------------------|--|--|-----------------------------|--------------|-------------|
| 07/01/2021 | 12/31/2021 | \$3,404,749 | \$188,888 | \$266,956 | \$0 | \$3,860,593 |
| 01/01/2022 | 12/31/2022 | \$6,602,034 | \$505,781 | \$640,352 | \$0 | \$7,748,167 |
| 01/01/2023 | 12/31/2023 | \$6,388,870 | \$608,209 | \$739,964 | \$0 | \$7,737,043 |
| 01/01/2024 | 12/31/2024 | \$6,170,256 | \$761,053 | \$823,245 | \$0 | \$7,754,554 |
| 01/01/2025 | 12/31/2025 | \$5,946,488 | \$868,975 | \$909,503 | \$0 | \$7,724,966 |
| 01/01/2026 | 12/31/2026 | \$5,717,915 | \$957,154 | \$994,517 | \$11 | \$7,669,597 |
| 01/01/2027 | 12/31/2027 | \$5,484,966 | \$1,078,984 | \$1,060,447 | \$31 | \$7,624,428 |
| 01/01/2028 | 12/31/2028 | \$5,248,178 | \$1,201,469 | \$1,109,723 | \$63 | \$7,559,433 |
| 01/01/2029 | 12/31/2029 | \$5,008,199 | \$1,323,949 | \$1,160,694 | \$108 | \$7,492,950 |
| 01/01/2030 | 12/31/2030 | \$4,765,803 | \$1,435,381 | \$1,202,270 | \$170 | \$7,403,624 |
| 01/01/2031 | 12/31/2031 | \$4,521,879 | \$1,477,707 | \$1,228,025 | \$277 | \$7,227,888 |
| 01/01/2032 | 12/31/2032 | \$4,277,413 | \$1,569,638 | \$1,247,286 | \$402 | \$7,094,739 |
| 01/01/2033 | 12/31/2033 | \$4,033,472 | \$1,631,809 | \$1,271,759 | \$558 | \$6,937,598 |
| 01/01/2034 | 12/31/2034 | \$3,791,183 | \$1,659,935 | \$1,287,049 | \$751 | \$6,738,918 |
| 01/01/2035 | 12/31/2035 | \$3,551,686 | \$1,682,824 | \$1,305,190 | \$987 | \$6,540,687 |
| 01/01/2036 | 12/31/2036 | \$3,316,079 | \$1,723,428 | \$1,307,250 | \$16,742 | \$6,363,499 |
| 01/01/2037 | 12/31/2037 | \$3,085,414 | \$1,721,977 | \$1,300,331 | \$23,110 | \$6,130,832 |
| 01/01/2038 | 12/31/2038 | \$2,860,661 | \$1,707,998 | \$1,293,196 | \$28,811 | \$5,890,666 |
| 01/01/2039 | 12/31/2039 | \$2,642,688 | \$1,720,140 | \$1,289,430 | \$33,689 | \$5,685,947 |
| 01/01/2040 | 12/31/2040 | \$2,432,280 | \$1,706,342 | \$1,277,680 | \$38,621 | \$5,454,923 |
| 01/01/2041 | 12/31/2041 | \$2,230,145 | \$1,681,349 | \$1,253,404 | \$49,322 | \$5,214,220 |
| 01/01/2042 | 12/31/2042 | \$2,036,879 | \$1,644,312 | \$1,231,363 | \$59,132 | \$4,971,686 |
| 01/01/2043 | 12/31/2043 | \$1,852,989 | \$1,599,210 | \$1,206,807 | \$68,026 | \$4,727,032 |
| 01/01/2044 | 12/31/2044 | \$1,678,918 | \$1,560,984 | \$1,187,538 | \$76,779 | \$4,504,219 |
| 01/01/2045 | 12/31/2045 | \$1,515,013 | \$1,508,145 | \$1,168,461 | \$86,135 | \$4,277,754 |
| 01/01/2046 | 12/31/2046 | \$1,361,502 | \$1,448,913 | \$1,150,729 | \$98,803 | \$4,059,947 |
| 01/01/2047 | 12/31/2047 | \$1,218,502 | \$1,388,372 | \$1,133,937 | \$112,093 | \$3,852,904 |
| 01/01/2048 | 12/31/2048 | \$1,085,992 | \$1,318,655 | \$1,098,120 | \$128,961 | \$3,631,728 |
| 01/01/2049 | 12/31/2049 | \$963,845 | \$1,250,070 | \$1,062,665 | \$145,668 | \$3,422,248 |
| 01/01/2050 | 12/31/2050 | \$851,847 | \$1,180,137 | \$1,023,681 | \$162,741 | \$3,218,406 |
| 01/01/2051 | 12/31/2051 | \$749,715 | \$1,107,971 | \$985,155 | \$192,097 | \$3,034,938 |

TEMPLATE 4 - Sheet 4-3

v20210706p

SFA Determination - Details

See Supplemental Instructions for Sheet 4-3 on Template 4 Instructions.

PLAN INFORMATION

| | |
|------------------------|------------|
| Abbreviated Plan Name: | 138 PF |
| EIN: | 11-6170655 |
| PN: | 001 |
| SFA Measurement Date: | 06/30/2021 |
| SFA Interest Rate: | 4.00% |

| PRESENT VALUE as of the SFA Measurement Date of Projected Amounts for: | | | | | | | | |
|--|---|---------------|-------------------------------|---|--|---|--|--|
| (1) | (2) | PV of (3) | PV of (4) | PV of (5) | PV of (6) | PV of (7) | PV of (8) | |
| Fair Market Value as of the SFA Measurement Date | SFA Amount as of the SFA Measurement Date | Contributions | Withdrawal Liability Payments | Other Payments to Plan (excluding financial assistance and SFA) | Benefit Payments (should match total from Sheet 4-2) | Benefit Payments Attributable to Reinstatement of Benefits Suspended through the SFA Measurement Date | Administrative Expenses (excluding amount owed PBGC under 4261 of ERISA) | (1)-(2)+Sum of PV of (3) through PV of (8) [NOTE: This amount should be \$0] |
| \$8,070,876 | \$110,212,179 | \$6,450,075 | \$461,876 | \$0 | (\$14,905,121) | \$0 | (\$10,289,884) | \$0 |

Show payments INTO the plan as positive, and payments OUT of the plan as negative, so that the sum of (1) through (9) equals (10).

| Plan Year Start Date | Plan Year End Date | (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) |
|----------------------|--------------------|---|---|---------------|-------------------------------|---|--|---|--|--|---|
| | | Fair Market Value of Assets at Beginning of Plan Year | SFA Amount as of the SFA Measurement Date | Contributions | Withdrawal Liability Payments | Other Payments to Plan (excluding financial assistance and SFA) | Benefit Payments (should match total from Sheet 4-2) | Benefit Payments Attributable to Reinstatement of Benefits Suspended through the SFA Measurement Date | Administrative Expenses (excluding amount owed PBGC under 4261 of ERISA) | Investment Income Based on SFA Interest Rate | Fair Market Value of Assets at End of Plan Year |
| 07/01/2021 | 12/31/2021 | \$8,070,876 | \$110,212,179 | \$291,605 | \$21,731 | \$0 | -\$3,860,593 | \$0 | -\$302,788 | \$2,304,343 | \$116,737,353 |
| 01/01/2022 | 12/31/2022 | \$116,737,353 | | \$485,014 | \$43,462 | \$0 | -\$7,748,167 | \$0 | -\$510,000 | \$4,514,900 | \$113,522,563 |
| 01/01/2023 | 12/31/2023 | \$113,522,563 | | \$439,204 | \$43,462 | \$0 | -\$7,737,043 | \$0 | -\$320,200 | \$4,385,811 | \$110,153,797 |
| 01/01/2024 | 12/31/2024 | \$110,153,797 | | \$434,354 | \$43,462 | \$0 | -\$7,754,554 | \$0 | -\$330,604 | \$4,250,005 | \$106,596,460 |
| 01/01/2025 | 12/31/2025 | \$106,596,460 | | \$410,432 | \$43,462 | \$0 | -\$7,724,966 | \$0 | -\$341,216 | \$4,107,613 | \$102,891,795 |
| 01/01/2026 | 12/31/2026 | \$102,891,785 | | \$387,318 | \$43,462 | \$0 | -\$7,669,397 | \$0 | -\$352,040 | \$3,959,854 | \$99,060,782 |
| 01/01/2027 | 12/31/2027 | \$99,060,782 | | \$368,219 | \$43,462 | \$0 | -\$7,624,428 | \$0 | -\$363,081 | \$3,806,915 | \$95,091,870 |
| 01/01/2028 | 12/31/2028 | \$95,091,870 | | \$345,937 | \$43,462 | \$0 | -\$7,559,433 | \$0 | -\$374,343 | \$3,648,787 | \$90,996,280 |
| 01/01/2029 | 12/31/2029 | \$90,996,280 | | \$330,340 | \$43,462 | \$0 | -\$7,492,950 | \$0 | -\$385,830 | \$3,485,752 | \$86,777,054 |
| 01/01/2030 | 12/31/2030 | \$86,777,054 | | \$324,992 | \$43,462 | \$0 | -\$7,403,624 | \$0 | -\$397,547 | \$3,318,428 | \$82,462,765 |
| 01/01/2031 | 12/31/2031 | \$82,462,765 | | \$323,789 | \$43,462 | \$0 | -\$7,227,888 | \$0 | -\$629,141 | \$3,148,715 | \$78,121,702 |
| 01/01/2032 | 12/31/2032 | \$78,121,702 | | \$323,655 | \$43,462 | \$0 | -\$7,094,739 | \$0 | -\$641,724 | \$2,977,481 | \$73,729,838 |
| 01/01/2033 | 12/31/2033 | \$73,729,838 | | \$323,655 | \$43,462 | \$0 | -\$6,937,598 | \$0 | -\$654,538 | \$2,804,693 | \$69,309,492 |
| 01/01/2034 | 12/31/2034 | \$69,309,492 | | \$323,655 | \$43,462 | \$0 | -\$6,738,918 | \$0 | -\$667,649 | \$2,631,591 | \$64,901,633 |
| 01/01/2035 | 12/31/2035 | \$64,901,633 | | \$323,655 | \$10,866 | \$0 | -\$6,540,687 | \$0 | -\$681,902 | \$2,458,322 | \$60,472,788 |
| 01/01/2036 | 12/31/2036 | \$60,472,788 | | \$323,655 | \$0 | \$0 | -\$6,363,499 | \$0 | -\$694,622 | \$2,284,222 | \$56,022,545 |
| 01/01/2037 | 12/31/2037 | \$56,022,545 | | \$323,655 | \$0 | \$0 | -\$6,130,832 | \$0 | -\$708,514 | \$2,110,588 | \$51,617,442 |
| 01/01/2038 | 12/31/2038 | \$51,617,442 | | \$323,655 | \$0 | \$0 | -\$5,890,666 | \$0 | -\$706,880 | \$1,939,220 | \$47,282,771 |
| 01/01/2039 | 12/31/2039 | \$47,282,771 | | \$323,655 | \$0 | \$0 | -\$5,685,947 | \$0 | -\$682,314 | \$1,770,419 | \$43,008,585 |
| 01/01/2040 | 12/31/2040 | \$43,008,585 | | \$323,655 | \$0 | \$0 | -\$5,454,923 | \$0 | -\$654,591 | \$1,604,626 | \$38,827,352 |
| 01/01/2041 | 12/31/2041 | \$38,827,352 | | \$323,655 | \$0 | \$0 | -\$5,214,220 | \$0 | -\$625,706 | \$1,442,769 | \$34,753,850 |
| 01/01/2042 | 12/31/2042 | \$34,753,850 | | \$323,655 | \$0 | \$0 | -\$4,971,686 | \$0 | -\$596,602 | \$1,285,261 | \$30,794,479 |
| 01/01/2043 | 12/31/2043 | \$30,794,479 | | \$323,655 | \$0 | \$0 | -\$4,727,032 | \$0 | -\$567,244 | \$1,132,367 | \$26,956,226 |
| 01/01/2044 | 12/31/2044 | \$26,956,226 | | \$323,655 | \$0 | \$0 | -\$4,504,219 | \$0 | -\$540,306 | \$983,828 | \$23,218,984 |
| 01/01/2045 | 12/31/2045 | \$23,218,984 | | \$323,655 | \$0 | \$0 | -\$4,277,754 | \$0 | -\$513,330 | \$839,411 | \$19,590,966 |
| 01/01/2046 | 12/31/2046 | \$19,590,966 | | \$323,655 | \$0 | \$0 | -\$4,059,947 | \$0 | -\$487,194 | \$699,169 | \$16,066,649 |
| 01/01/2047 | 12/31/2047 | \$16,066,649 | | \$323,655 | \$0 | \$0 | -\$3,852,904 | \$0 | -\$462,348 | \$562,834 | \$12,637,887 |
| 01/01/2048 | 12/31/2048 | \$12,637,887 | | \$323,655 | \$0 | \$0 | -\$3,631,728 | \$0 | -\$435,807 | \$430,638 | \$9,324,645 |
| 01/01/2049 | 12/31/2049 | \$9,324,645 | | \$323,655 | \$0 | \$0 | -\$3,422,248 | \$0 | -\$410,670 | \$302,801 | \$6,118,183 |
| 01/01/2050 | 12/31/2050 | \$6,118,183 | | \$323,655 | \$0 | \$0 | -\$3,218,406 | \$0 | -\$386,209 | \$179,108 | \$3,016,332 |
| 01/01/2051 | 12/31/2051 | \$3,016,332 | | \$323,655 | \$0 | \$0 | -\$3,034,938 | \$0 | -\$364,193 | \$59,144 | \$0 |

TEMPLATE 4
SFA Determination

v20210706p

File name: *Template 4 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name.

For supplemental submission due to a merger under § 4262.4(f)(1)(ii): *Template 4 Pension Plan Name Merged*, where "Pension Plan Name Merged" is an abbreviated version of the plan name for the separate plan involved in the merger.

For supplemental submission due to certain events with limitations under § 4262.4(f)(1)(i): *Template 4 Pension Plan Name Supp*, where "Pension Plan Name" is an abbreviated version of the plan name.

Instructions for Section C, Item 4 of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance:

Provide information used to determine the amount of requested SFA for the plan based on a deterministic projection and using the actuarial assumptions as described in § 4262.4 of PBGC's special financial assistance regulation. The information to be provided is:

NOTE: All items below are provided on sheet '4-3 SFA Details' unless otherwise noted.

- a. Interest rate used (the "SFA interest rate"), including supporting details on how it was determined. If such interest rate is the limit described in section 4262(e)(3) of ERISA, identify the month selected by the plan to determine the third segment rate used to calculate the limit. [*Sheet: 4-1 SFA Interest Rate*]
- b. Fair market value of assets on the last day of the calendar quarter immediately preceding the date the application is filed (the "SFA measurement date").
- c. For each plan year in the period beginning on the SFA measurement date and ending on the last day of the last plan year ending in 2051 (the "SFA coverage period"):
 - i. Separately identify the projected amount of contributions, projected withdrawal liability payments, and other payments expected to be made to the plan (excluding the amount of financial assistance under section 4261 of ERISA and SFA to be received by the plan).
 - ii. Separately identify benefit payments described in § 4262.4(b)(1) of PBGC's special assistance regulation (excluding the payments in (c)(iii) below) for current retirees and beneficiaries, terminated vested participants not currently receiving benefits, currently active participants and new entrants. [*Sheet: 4-2 SFA Ben Pmts*]
 - iii. Separately identify payments described in § 4262.4(b)(1) of PBGC's special financial assistance regulation attributable to the reinstatement of benefits under § 4262.15 that were previously suspended through the SFA measurement date. [Also see applicable examples in Section C, Item 4(c)(iii) of the SFA instructions.]
 - iv. Separately identify administrative expenses expected to be paid using plan assets, excluding the amount owed PBGC under section 4261 of ERISA.
- d. For each plan year in the SFA coverage period, the projected investment income based on the interest rate in (a) above, and the projected fair market value of plan assets at the end of each plan year.
- e. The present value (using the interest rate identified in (a) above) as of the SFA measurement date of each of the separately provided items in (c)(i)-(iv) above.
- f. SFA amount determined as a lump sum as of the SFA measurement date. As described in § 4262.4(a) of PBGC's special financial assistance regulation, this amount equals the excess (if any) of the SFA-eligible plan obligations (the present value of the items in (c)(ii) through (c)(iv)) over the SFA-eligible plan resources (item (b) plus the present value of the items in (c)(i)).

Additional instructions for each individual worksheet:

Sheet

4-1 SFA Determination - SFA Interest Rate

See instructions on 4-1 SFA Interest Rate.

4-2 SFA Determination - SFA Benefit Payments

On this sheet, you will provide:

- Basic plan information (plan name, EIN/PN, SFA measurement date, SFA interest rate),
- Year-by-year deterministic projection of benefit payments, and
- Present values as of the SFA measurement date, using the SFA interest rate.

For each plan year in the period beginning on the SFA measurement date and ending on the last day of the last plan year ending in 2051 (the "SFA coverage period"), separately identify benefit payments described in § 4262.4(b)(1) of PBGC's special assistance regulation for current retirees and beneficiaries, terminated vested participants not currently receiving benefits, currently active participants and new entrants. On this Sheet 4-2, show all benefit payments as positive amounts.

If the plan has suspended benefit payments under sections 305(e)(9) or 4245 of ERISA, the benefit payments in this Sheet 4-2 projection should reflect prospective reinstatement of benefits assuming such reinstatements commence as of the SFA measurement date. If the plan restored or partially restored benefits under 26 CFR 1.432(e)(9)-1(e)(3) before the SFA measurement date, the benefit payments in this Sheet 4-2 should reflect fully restored prospective benefits.

Benefit payments to be paid to participants to restore previously suspended benefits should not be included on this Sheet 4-2, and are separately shown on Sheet 4-3 in the Column (7). All reinstatement of benefits should be shown assuming such reinstatements are paid beginning as of the SFA measurement date (or on the SFA measurement date, for lump sum reinstatement of prior suspended benefits).

Provide the present value as of the SFA measurement date of each separate set of benefit payments, using the limited SFA interest rate from Sheet 4-1. On this sheet, show the present values as positive amounts.

Except for the first row in the projection exhibit below, each row must include the full plan year of the indicated information up to the plan year ending in 2051. This first row may be less than a full plan year of information. The first row in the projection period is for the period beginning on the SFA measurement date and ending on the last day of the plan year containing the SFA measurement date. For all other periods, provide the full plan year of information up to the plan year ending in 2051.

4-3 SFA Determination - SFA Details

On this sheet, you will provide:

- Basic plan information (plan name, EIN/PN, SFA measurement date, SFA interest rate),
- Year-by-year deterministic projection, and
- Present values as of the SFA measurement date, using the SFA interest rate.

For each plan year in the period beginning on the SFA measurement date and ending on the last day of the last plan year ending in 2051 (the "SFA coverage period"), provide each of the items requested in Columns (1) through (10). Show payments INTO the plan as positive amounts and payments OUT of the plan as negative amounts.

If the plan has suspended benefit payments under sections 305(e)(9) or 4245 of ERISA, Column (7) should show the benefit payments to be made to restore the past benefits that have been suspended. These amounts should be determined as if such reinstatements are paid beginning as of the SFA measurement date. If the plan sponsor elects to pay these amounts as a lump sum, then the lump sum amount is assumed paid as of the SFA measurement date. If the plan sponsor decides to make payments over 60 months, the first monthly payment is assumed paid on the first regular payment date on or after the SFA measurement date. See the examples in the SFA Instructions. If the reinstatement is paid over 60 months, each row in the projection should reflect the monthly payments for that period. The prospective reinstatement of suspended benefits is included in Column (6); Column (7) is only for reinstatement of past benefits that were suspended.

Provide the present values as of the SFA measurement date of each of the projections in Columns (3) through (8), using the limited SFA interest rate from Sheet 4-1. Show the present values as the same sign (positive or negative) as the projected amounts (e.g., benefit payments are negative on this Sheet 4-3, and the present value of benefit payments should also be negative).

Except for the first row in the projection exhibit, each row must include the full plan year of the indicated information up to the plan year ending in 2051. This first row may be less than a full plan year of information. The first row in the projection period is for the period beginning on the SFA measurement date and ending on the last day of the plan year containing the SFA measurement date. For all other periods, provide the full plan year of information up to the plan year ending in 2051.

TEMPLATE 4 - Sheet 4-1

v20210706p

SFA Determination - Interest Rate

Provide the SFA interest rate used, including supporting details on how it was determined.

PLAN INFORMATION

| | | |
|--|------------|---|
| Abbreviated Plan Name: | 138 PF | |
| EIN: | 11-6170655 | Last day of the calendar quarter immediately preceding the application submission date: |
| PN: | 001 | |
| Application Submission Date: | 07/31/2021 | |
| SFA measurement date: | 06/30/2021 | |
| Last day of first plan year ending after the measurement date: | 12/31/2021 | |

| | |
|------------------------|-------|
| SFA Interest Rate Used | 2.00% |
|------------------------|-------|

Input amount used in determination of SFA.

Development of interest rate limit:

| | |
|--|--------|
| Plan Interest Rate: | 4.00% |
| Month used for interest rate (<i>month in which application is filed or the 3 preceding months</i>): | Jun-21 |
| 3rd Segment Rate as of applicable date (<i>Section 303(h)(2)(C)(iii) - disregarding modifications made under clause (iv) of such section</i>): | 3.32% |
| Interest Rate Limit (<i>3rd Segment rate plus 200 basis points</i>): | 5.32% |

Interest rate used for the funding standard account projections in the plan's most recently completed certification of plan status before 1/1/2021.

Month is selected by the plan sponsor.

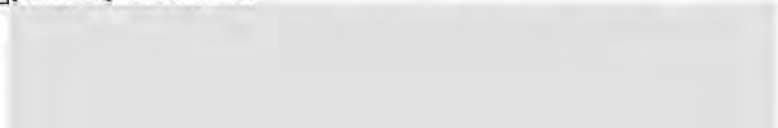
<https://www.irs.gov/retirement-plans/minimum-present-value-segment-rates>

This amount is calculated based on the other information entered.

| | |
|--|-------------|
| SFA Interest Rate Calculation (<i>Lesser of Plan Interest Rate and Interest Rate Limit</i>): | 4.00% |
| SFA Interest Rate Match Check: | Not a match |

This amount is calculated based on the other information entered.

If the SFA Interest Rate Calculation is not equal to the SFA Interest Rate Used, provide explanation below.



TEMPLATE 4 - Sheet 4-2
SFA Determination - Benefit Payments

v20210706p

See Supplemental Instructions for Sheet 4-2 on Template 4 Instructions.

PLAN INFORMATION

| | |
|------------------------|------------|
| Abbreviated Plan Name: | 138 PF |
| EIN: | 11-6170655 |
| PN: | 001 |
| SFA Measurement Date: | 06/30/2021 |
| SFA Interest Rate: | 2.00% |

On this Sheet 4-2, show all benefit payment amounts and present values as positive amounts.

PRESENT VALUE as of the Measurement Date of Projected Benefit Payments for:

| Current Retirees and Beneficiaries in Pay Status | Current Terminated Vested Participants | Current Active Participants | New Entrants | Total |
|--|--|-----------------------------|--------------|---------------|
| \$86,112,078 | \$30,100,031 | \$25,315,529 | \$805,205 | \$142,332,843 |

PROJECTED BENEFIT PAYMENTS for:

| Plan Year Start Date | Plan Year End Date | Current Retirees and Beneficiaries in Pay Status | Current Terminated Vested Participants | Current Active Participants | New Entrants | Total |
|----------------------|--------------------|--|--|-----------------------------|--------------|-------------|
| 07/01/2021 | 12/31/2021 | \$3,404,749 | \$188,888 | \$266,956 | \$0 | \$3,860,593 |
| 01/01/2022 | 12/31/2022 | \$6,602,034 | \$505,781 | \$640,352 | \$0 | \$7,748,167 |
| 01/01/2023 | 12/31/2023 | \$6,388,870 | \$608,209 | \$739,964 | \$0 | \$7,737,043 |
| 01/01/2024 | 12/31/2024 | \$6,170,256 | \$761,053 | \$823,245 | \$0 | \$7,754,554 |
| 01/01/2025 | 12/31/2025 | \$5,946,488 | \$868,975 | \$909,503 | \$0 | \$7,724,966 |
| 01/01/2026 | 12/31/2026 | \$5,717,915 | \$957,154 | \$994,517 | \$11 | \$7,669,597 |
| 01/01/2027 | 12/31/2027 | \$5,484,966 | \$1,078,984 | \$1,060,447 | \$31 | \$7,624,428 |
| 01/01/2028 | 12/31/2028 | \$5,248,178 | \$1,201,469 | \$1,109,723 | \$63 | \$7,559,433 |
| 01/01/2029 | 12/31/2029 | \$5,008,199 | \$1,323,949 | \$1,160,694 | \$108 | \$7,492,950 |
| 01/01/2030 | 12/31/2030 | \$4,765,803 | \$1,435,381 | \$1,202,270 | \$170 | \$7,403,624 |
| 01/01/2031 | 12/31/2031 | \$4,521,879 | \$1,477,707 | \$1,228,025 | \$277 | \$7,227,888 |
| 01/01/2032 | 12/31/2032 | \$4,277,413 | \$1,569,638 | \$1,247,286 | \$402 | \$7,094,739 |
| 01/01/2033 | 12/31/2033 | \$4,033,472 | \$1,631,809 | \$1,271,759 | \$558 | \$6,937,598 |
| 01/01/2034 | 12/31/2034 | \$3,791,183 | \$1,659,935 | \$1,287,049 | \$751 | \$6,738,918 |
| 01/01/2035 | 12/31/2035 | \$3,551,686 | \$1,682,824 | \$1,305,190 | \$987 | \$6,540,687 |
| 01/01/2036 | 12/31/2036 | \$3,316,079 | \$1,723,428 | \$1,307,250 | \$16,742 | \$6,363,499 |
| 01/01/2037 | 12/31/2037 | \$3,085,414 | \$1,721,977 | \$1,300,331 | \$23,110 | \$6,130,832 |
| 01/01/2038 | 12/31/2038 | \$2,860,661 | \$1,707,998 | \$1,293,196 | \$28,811 | \$5,890,666 |
| 01/01/2039 | 12/31/2039 | \$2,642,688 | \$1,720,140 | \$1,289,430 | \$33,689 | \$5,685,947 |
| 01/01/2040 | 12/31/2040 | \$2,432,280 | \$1,706,342 | \$1,277,680 | \$38,621 | \$5,454,923 |
| 01/01/2041 | 12/31/2041 | \$2,230,145 | \$1,681,349 | \$1,253,404 | \$49,322 | \$5,214,220 |
| 01/01/2042 | 12/31/2042 | \$2,036,879 | \$1,644,312 | \$1,231,363 | \$59,132 | \$4,971,686 |
| 01/01/2043 | 12/31/2043 | \$1,852,989 | \$1,599,210 | \$1,206,807 | \$68,026 | \$4,727,032 |
| 01/01/2044 | 12/31/2044 | \$1,678,918 | \$1,560,984 | \$1,187,538 | \$76,779 | \$4,504,219 |
| 01/01/2045 | 12/31/2045 | \$1,515,013 | \$1,508,145 | \$1,168,461 | \$86,135 | \$4,277,754 |
| 01/01/2046 | 12/31/2046 | \$1,361,502 | \$1,448,913 | \$1,150,729 | \$98,803 | \$4,059,947 |
| 01/01/2047 | 12/31/2047 | \$1,218,502 | \$1,388,372 | \$1,133,937 | \$112,093 | \$3,852,904 |
| 01/01/2048 | 12/31/2048 | \$1,085,992 | \$1,318,655 | \$1,098,120 | \$128,961 | \$3,631,728 |
| 01/01/2049 | 12/31/2049 | \$963,845 | \$1,250,070 | \$1,062,665 | \$145,668 | \$3,422,248 |
| 01/01/2050 | 12/31/2050 | \$851,847 | \$1,180,137 | \$1,023,681 | \$162,741 | \$3,218,406 |
| 01/01/2051 | 12/31/2051 | \$749,715 | \$1,107,971 | \$985,155 | \$192,097 | \$3,034,938 |

TEMPLATE 4 - Sheet 4-3

v20210706p

SFA Determination - Details

See Supplemental Instructions for Sheet 4-3 on Template 4 Instructions.

PLAN INFORMATION

| | |
|------------------------|------------|
| Abbreviated Plan Name: | 138 PF |
| EIN: | 11-6170655 |
| PN: | 001 |
| SFA Measurement Date: | 06/30/2021 |
| SFA Interest Rate: | 2.00% |

| PRESENT VALUE as of the SFA Measurement Date of Projected Amounts for: | | | | | | | | |
|--|---|---------------|-------------------------------|---|--|---|--|--|
| (1) | (2) | PV of (3) | PV of (4) | PV of (5) | PV of (6) | PV of (7) | PV of (8) | |
| Fair Market Value as of the SFA Measurement Date | SFA Amount as of the SFA Measurement Date | Contributions | Withdrawal Liability Payments | Other Payments to Plan (excluding financial assistance and SFA) | Benefit Payments (should match total from Sheet 4-2) | Benefit Payments Attributable to Reinstatement of Benefits Suspended through the SFA Measurement Date | Administrative Expenses (excluding amount owed PBGC under 4261 of ERISA) | (1)+(2)+Sum of PV of (3) through PV of (8) [NOTE: This amount should be \$0] |
| \$8,070,876 | \$138,776,186 | \$8,135,815 | \$523,107 | \$0 | (\$142,332,843) | \$0 | (\$13,173,141) | \$0 |

Show payments INTO the plan as positive, and payments OUT of the plan as negative, so that the sum of (1) through (9) equals (10).

| Plan Year Start Date | Plan Year End Date | (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) |
|----------------------|--------------------|---|---|---------------|-------------------------------|---|--|---|--|--|---|
| | | Fair Market Value of Assets at Beginning of Plan Year | SFA Amount as of the SFA Measurement Date | Contributions | Withdrawal Liability Payments | Other Payments to Plan (excluding financial assistance and SFA) | Benefit Payments (should match total from Sheet 4-2) | Benefit Payments Attributable to Reinstatement of Benefits Suspended through the SFA Measurement Date | Administrative Expenses (excluding amount owed PBGC under 4261 of ERISA) | Investment Income Based on SFA Interest Rate | Fair Market Value of Assets at End of Plan Year |
| 07/01/2021 | 12/31/2021 | \$8,070,876 | \$138,776,186 | \$291,605 | \$21,731 | \$0 | -\$3,860,593 | \$0 | -\$302,788 | \$1,442,046 | \$144,439,063 |
| 01/01/2022 | 12/31/2022 | \$144,439,063 | | \$485,014 | \$43,462 | \$0 | -\$7,748,167 | \$0 | -\$510,000 | \$2,811,484 | \$139,520,857 |
| 01/01/2023 | 12/31/2023 | \$139,520,857 | | \$439,204 | \$43,462 | \$0 | -\$7,737,043 | \$0 | -\$320,200 | \$2,712,871 | \$134,479,152 |
| 01/01/2024 | 12/31/2024 | \$134,479,152 | | \$434,354 | \$43,462 | \$0 | -\$7,754,554 | \$0 | -\$330,604 | \$2,611,510 | \$129,283,319 |
| 01/01/2025 | 12/31/2025 | \$129,283,319 | | \$410,432 | \$43,462 | \$0 | -\$7,724,966 | \$0 | -\$341,216 | \$2,507,544 | \$123,978,575 |
| 01/01/2026 | 12/31/2026 | \$123,978,575 | | \$387,318 | \$43,462 | \$0 | -\$7,669,597 | \$0 | -\$352,040 | \$2,401,663 | \$118,589,381 |
| 01/01/2027 | 12/31/2027 | \$118,589,381 | | \$368,219 | \$43,462 | \$0 | -\$7,624,428 | \$0 | -\$363,081 | \$2,294,029 | \$113,107,583 |
| 01/01/2028 | 12/31/2028 | \$113,107,583 | | \$345,937 | \$43,462 | \$0 | -\$7,559,433 | \$0 | -\$374,343 | \$2,184,708 | \$107,547,914 |
| 01/01/2029 | 12/31/2029 | \$107,547,914 | | \$330,340 | \$43,462 | \$0 | -\$7,492,950 | \$0 | -\$385,830 | \$2,073,909 | \$101,916,845 |
| 01/01/2030 | 12/31/2030 | \$101,916,845 | | \$324,992 | \$43,462 | \$0 | -\$7,403,624 | \$0 | -\$397,547 | \$1,962,010 | \$96,246,138 |
| 01/01/2031 | 12/31/2031 | \$96,246,138 | | \$323,789 | \$43,462 | \$0 | -\$7,227,888 | \$0 | -\$629,141 | \$1,850,025 | \$90,606,385 |
| 01/01/2032 | 12/31/2032 | \$90,606,385 | | \$323,655 | \$43,462 | \$0 | -\$7,094,739 | \$0 | -\$641,724 | \$1,738,434 | \$84,975,474 |
| 01/01/2033 | 12/31/2033 | \$84,975,474 | | \$323,655 | \$43,462 | \$0 | -\$6,937,598 | \$0 | -\$654,538 | \$1,627,259 | \$79,377,604 |
| 01/01/2034 | 12/31/2034 | \$79,377,604 | | \$323,655 | \$43,462 | \$0 | -\$6,738,918 | \$0 | -\$667,649 | \$1,517,159 | \$73,855,404 |
| 01/01/2035 | 12/31/2035 | \$73,855,404 | | \$323,655 | \$10,866 | \$0 | -\$6,540,687 | \$0 | -\$681,902 | \$1,408,236 | \$68,376,473 |
| 01/01/2036 | 12/31/2036 | \$68,376,473 | | \$323,655 | \$0 | \$0 | -\$6,363,499 | \$0 | -\$694,622 | \$1,300,185 | \$62,942,192 |
| 01/01/2037 | 12/31/2037 | \$62,942,192 | | \$323,655 | \$0 | \$0 | -\$6,130,832 | \$0 | -\$708,514 | \$1,193,687 | \$57,620,189 |
| 01/01/2038 | 12/31/2038 | \$57,620,189 | | \$323,655 | \$0 | \$0 | -\$5,890,666 | \$0 | -\$706,880 | \$1,089,665 | \$52,435,963 |
| 01/01/2039 | 12/31/2039 | \$52,435,963 | | \$323,655 | \$0 | \$0 | -\$5,685,947 | \$0 | -\$682,314 | \$988,273 | \$47,379,651 |
| 01/01/2040 | 12/31/2040 | \$47,379,651 | | \$323,655 | \$0 | \$0 | -\$5,454,923 | \$0 | -\$654,591 | \$889,734 | \$42,483,506 |
| 01/01/2041 | 12/31/2041 | \$42,483,506 | | \$323,655 | \$0 | \$0 | -\$5,214,220 | \$0 | -\$625,706 | \$794,507 | \$37,761,743 |
| 01/01/2042 | 12/31/2042 | \$37,761,743 | | \$323,655 | \$0 | \$0 | -\$4,971,686 | \$0 | -\$596,602 | \$702,789 | \$33,219,899 |
| 01/01/2043 | 12/31/2043 | \$33,219,899 | | \$323,655 | \$0 | \$0 | -\$4,727,032 | \$0 | -\$567,244 | \$614,692 | \$28,863,970 |
| 01/01/2044 | 12/31/2044 | \$28,863,970 | | \$323,655 | \$0 | \$0 | -\$4,504,219 | \$0 | -\$540,306 | \$530,069 | \$24,672,970 |
| 01/01/2045 | 12/31/2045 | \$24,672,970 | | \$323,655 | \$0 | \$0 | -\$4,277,754 | \$0 | -\$513,330 | \$448,785 | \$20,654,326 |
| 01/01/2046 | 12/31/2046 | \$20,654,326 | | \$323,655 | \$0 | \$0 | -\$4,059,947 | \$0 | -\$487,194 | \$370,852 | \$16,801,692 |
| 01/01/2047 | 12/31/2047 | \$16,801,692 | | \$323,655 | \$0 | \$0 | -\$3,852,904 | \$0 | -\$462,348 | \$296,118 | \$13,106,214 |
| 01/01/2048 | 12/31/2048 | \$13,106,214 | | \$323,655 | \$0 | \$0 | -\$3,631,728 | \$0 | -\$435,807 | \$224,685 | \$9,587,020 |
| 01/01/2049 | 12/31/2049 | \$9,587,020 | | \$323,655 | \$0 | \$0 | -\$3,422,248 | \$0 | -\$410,670 | \$156,648 | \$6,234,405 |
| 01/01/2050 | 12/31/2050 | \$6,234,405 | | \$323,655 | \$0 | \$0 | -\$3,218,406 | \$0 | -\$386,209 | \$91,879 | \$3,045,324 |
| 01/01/2051 | 12/31/2051 | \$3,045,324 | | \$323,655 | \$0 | \$0 | -\$3,034,938 | \$0 | -\$364,193 | \$30,152 | \$0 |

TEMPLATE 5

v20210706p

Baseline

File name: *Template 5 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name.

Instructions for Section C, Item 5 of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance:

This Template 5 is not required if all assumptions used (except the interest rate, Contribution Base Unit (CBU) assumption and administrative expenses assumption) to determine the requested SFA amount are identical to those used in the most recent actuarial certification of plan status completed before 1/1/2021 ("pre-2021 certification of plan status") and if the changed assumptions for CBUs and administrative expenses are consistent with Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions.

Provide a separate deterministic projection ("Baseline") in the same format as Template 4 (Sheets 4-2 and 4-3 only) that shows the amount of SFA that would be determined if all underlying assumptions used in the projection were the same as those used in the pre-2021 certification of plan status, excluding the plan's interest rate which should be the same as used in Template 4 (see sheet 4-1) and excluding the CBU assumption and administrative expenses assumption which should reflect the changed assumptions consistent with Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions..

For purposes of this Template 5, any assumption change made in accordance with Section III, Acceptable Assumption Changes, of PBGC's guidance on Special Financial Assistance Assumptions should be reflected in this Baseline calculation of the SFA amount and supporting projection information. See examples in the SFA instructions for Section C, Item 5.

Additional instructions for each individual worksheet:

Sheet

5-1 Baseline - Benefit Payments

See Template 4 instructions for Sheet 4-2, except provide the benefit payment projection used to determine the Baseline SFA amount.

5-2 Baseline - Details

See Template 4 instructions for Sheet 4-3, except provide the projections and present value information used to determine the Baseline SFA amount.

TEMPLATE 5 - Sheet 5-1

v20210706p

Baseline - Benefit Payments

See Supplemental Instructions for Sheet 4-2 on Template 4 Instructions.

PLAN INFORMATION

| | |
|------------------------|------------|
| Abbreviated Plan Name: | 138 PF |
| EIN: | 11-6170655 |
| PN: | 001 |
| SFA Measurement Date: | 06/30/2021 |
| SFA Interest Rate: | 4.00% |

On this Sheet 5-1, show all benefit payment amounts and present values as positive amounts.

PRESENT VALUE as of the Measurement Date of Projected Benefit Payments for:

| Current Retirees and Beneficiaries in Pay Status | Current Terminated Vested Participants | Current Active Participants | New Entrants | Total |
|--|--|-----------------------------|--------------|---------------|
| \$72,454,002 | \$22,440,392 | \$19,577,363 | \$645,905 | \$115,117,662 |

PROJECTED BENEFIT PAYMENTS for:

| Plan Year Start Date | Plan Year End Date | Current Retirees and Beneficiaries in Pay Status | Current Terminated Vested Participants | Current Active Participants | New Entrants | Total |
|----------------------|--------------------|--|--|-----------------------------|--------------|-------------|
| 07/01/2021 | 12/31/2021 | \$3,404,749 | \$181,481 | \$270,898 | \$0 | \$3,857,128 |
| 01/01/2022 | 12/31/2022 | \$6,602,034 | \$491,186 | \$650,861 | \$0 | \$7,744,081 |
| 01/01/2023 | 12/31/2023 | \$6,388,870 | \$593,845 | \$755,894 | \$0 | \$7,738,609 |
| 01/01/2024 | 12/31/2024 | \$6,170,256 | \$746,935 | \$839,589 | \$0 | \$7,756,780 |
| 01/01/2025 | 12/31/2025 | \$5,946,488 | \$855,118 | \$927,586 | \$0 | \$7,729,192 |
| 01/01/2026 | 12/31/2026 | \$5,717,915 | \$943,573 | \$1,012,224 | \$14 | \$7,673,726 |
| 01/01/2027 | 12/31/2027 | \$5,484,966 | \$1,065,696 | \$1,077,756 | \$39 | \$7,628,457 |
| 01/01/2028 | 12/31/2028 | \$5,248,178 | \$1,188,491 | \$1,126,611 | \$80 | \$7,563,360 |
| 01/01/2029 | 12/31/2029 | \$5,008,199 | \$1,311,300 | \$1,177,135 | \$142 | \$7,496,776 |
| 01/01/2030 | 12/31/2030 | \$4,765,803 | \$1,423,079 | \$1,218,237 | \$229 | \$7,407,348 |
| 01/01/2031 | 12/31/2031 | \$4,521,879 | \$1,465,774 | \$1,243,492 | \$372 | \$7,231,517 |
| 01/01/2032 | 12/31/2032 | \$4,277,413 | \$1,558,077 | \$1,262,254 | \$543 | \$7,098,287 |
| 01/01/2033 | 12/31/2033 | \$4,033,472 | \$1,620,658 | \$1,286,175 | \$758 | \$6,941,063 |
| 01/01/2034 | 12/31/2034 | \$3,791,183 | \$1,649,215 | \$1,300,885 | \$1,022 | \$6,742,305 |
| 01/01/2035 | 12/31/2035 | \$3,551,686 | \$1,672,557 | \$1,318,418 | \$1,341 | \$6,544,002 |
| 01/01/2036 | 12/31/2036 | \$3,316,079 | \$1,713,637 | \$1,319,842 | \$20,565 | \$6,370,123 |
| 01/01/2037 | 12/31/2037 | \$3,085,414 | \$1,712,684 | \$1,312,260 | \$30,195 | \$6,140,553 |
| 01/01/2038 | 12/31/2038 | \$2,860,661 | \$1,699,199 | \$1,304,488 | \$39,351 | \$5,903,699 |
| 01/01/2039 | 12/31/2039 | \$2,642,688 | \$1,711,876 | \$1,300,020 | \$48,028 | \$5,702,612 |
| 01/01/2040 | 12/31/2040 | \$2,432,280 | \$1,698,630 | \$1,287,552 | \$56,261 | \$5,474,723 |
| 01/01/2041 | 12/31/2041 | \$2,230,145 | \$1,674,203 | \$1,263,031 | \$68,429 | \$5,235,808 |
| 01/01/2042 | 12/31/2042 | \$2,036,879 | \$1,636,919 | \$1,244,466 | \$79,667 | \$4,997,931 |
| 01/01/2043 | 12/31/2043 | \$1,852,989 | \$1,592,414 | \$1,220,276 | \$90,087 | \$4,755,766 |
| 01/01/2044 | 12/31/2044 | \$1,678,918 | \$1,554,789 | \$1,201,144 | \$100,482 | \$4,535,333 |
| 01/01/2045 | 12/31/2045 | \$1,515,013 | \$1,502,547 | \$1,182,365 | \$111,416 | \$4,311,341 |
| 01/01/2046 | 12/31/2046 | \$1,361,502 | \$1,443,899 | \$1,164,491 | \$125,957 | \$4,095,849 |
| 01/01/2047 | 12/31/2047 | \$1,218,502 | \$1,383,921 | \$1,148,232 | \$141,728 | \$3,892,383 |
| 01/01/2048 | 12/31/2048 | \$1,085,992 | \$1,313,635 | \$1,113,704 | \$162,274 | \$3,675,605 |
| 01/01/2049 | 12/31/2049 | \$963,845 | \$1,245,558 | \$1,077,635 | \$183,384 | \$3,470,422 |
| 01/01/2050 | 12/31/2050 | \$851,847 | \$1,176,088 | \$1,038,049 | \$205,461 | \$3,271,445 |
| 01/01/2051 | 12/31/2051 | \$749,715 | \$1,104,342 | \$998,940 | \$242,194 | \$3,095,191 |

TEMPLATE 6

v20210706p

Reconciliation

File name: *Template 6 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name.

Instructions for Section C, Item 6 of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance:

This Template 6 is not required if all assumptions used (except the interest rate, CBU assumption and administrative expenses assumption) to determine the requested SFA amount are identical to those used in the pre-2021 certification of plan status and if the changed assumptions for CBUs and administrative expenses are consistent with Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions.

This Template 6 is also not required if the requested SFA amount from Template 4 is the same as the SFA amount shown in Template 5 (Baseline).

If the assumptions used to determine the requested SFA amount differ from those in the "Baseline" projection in Template 5, then provide a reconciliation of the change in the total amount of requested SFA due to each change in assumption from the Baseline to the requested SFA as shown in Template 4.

For each assumption change from the Baseline through the requested SFA amount, provide a deterministic projection in the same format as Template 4.

Additional instructions for each individual worksheet:

Sheet

6-1 Reconciliation

For Item 1, show the SFA amount shown in Template 5 using the "Baseline" assumptions and methods. If there is only one change in assumptions/methods between the Baseline (Template 5) and the requested SFA amount (Template 4), then show on Item 2 the requested SFA amount, and briefly identify the change in assumptions from the Baseline.

If there is more than one change in assumptions/methods from the Baseline, show each individual change as a separate item number. Each item number should reflect all changes already measured in the prior item number. For example, the difference between the SFA amount shown for Item 4 and Item 5 should be the incremental change due to changing the identified single assumption/method. The Item numbers should show assumption/method changes in the order that they were incrementally measured.

6-2 Reconciliation Details

For Reconciliation Details sheets, see Template 4 instructions for Sheet 4-3, except provide the projections and present value information used to determine each Item number from the Reconciliation in Sheet 6-1.

A Reconciliation Details sheet is not needed for the last Item shown in the Reconciliation, since the information should be the same as shown in Template 4. For example, if there is only one assumption change from the Baseline, then Item 2 should identify what assumption changed between the Baseline and Item 2 where Item 2 is the requested SFA amount. Since details on the determination of the requested SFA amount are shown in Template 4, a separate Sheet 6-2 Reconciliation Details is not required here.

6-3 Reconciliation Details

See instructions for 6-2 Reconciliation Details.

6-4 Reconciliation Details

See instructions for 6-2 Reconciliation Details.

6-5 Reconciliation Details

See instructions for 6-2 Reconciliation Details.

TEMPLATE 6 - Sheet 6-1

Reconciliation - Summary

For Item 1, show the SFA amount determined in Template 5 using the "Baseline" assumptions and methods. If there is only one change in assumptions/methods between the Baseline (Template 5) and the requested SFA amount (Template 4), then show on Item 2 the requested SFA amount, and briefly identify the change in assumptions from the Baseline.

If there is more than one change in assumptions/methods from the Baseline, show each individual change as a separate item number. Each item number should reflect all changes already measured in the prior item number. For example, the difference between the SFA amount shown for Item 4 and Item 5 should be the incremental change due to changing the identified single assumption/method. The Item numbers should show assumption/method changes in the order that they were incrementally measured.

PLAN INFORMATION

| | |
|------------------------|------------|
| Abbreviated Plan Name: | 138 PF |
| EIN: | 11-6170655 |
| PN: | 001 |

| Item number | Basis for Assumptions/Methods. For each Item, briefly describe the incremental change reflected in the SFA amount. | Change in SFA Amount (from prior Item number) | SFA Amount | |
|-------------|--|---|---------------|--|
| 1 | Baseline | N/A | \$109,558,860 | NOTE: A sheet with Recon Details is not required for the last item number provided, since this information should be the same as provided in Template 4. From Template 5. |
| 2 | Change in future contribution assumption | \$653,319 | \$110,212,179 | Show details supporting the SFA amount on Sheet 6-2. |
| 3 | | \$0 | | Show details supporting the SFA amount on Sheet 6-3. |
| 4 | | \$0 | | Show details supporting the SFA amount on Sheet 6-4. |
| 5 | | \$0 | | Show details supporting the SFA amount on Sheet 6-5. |

Create additional rows as needed, and create additional detailed sheets by copying Sheet 6-5 and relabeling the header and the sheet name to be 6-6, 6-7, etc.

TEMPLATE 6 - Sheet 6-2

Item Description (From 6-1): Change in future contribution assumption

▼20210706p

Reconciliation - Details

See Supplemental Instructions for Sheet 4-3 on Template 4 Instructions.

PLAN INFORMATION

| | | |
|------------------------|------------|--|
| Abbreviated Plan Name: | 138 PF | |
| EIN: | 11-6170655 | |
| PN: | 001 | |
| SFA Measurement Date: | 06/30/2021 | |
| SFA Interest Rate: | 4.00% | |

| PRESENT VALUE as of the SFA Measurement Date of Projected Amounts for: | | | | | | | | |
|--|---|---------------|-------------------------------|---|--|---|--|--|
| (1) | (2) | PV of (3) | PV of (4) | PV of (5) | PV of (6) | PV of (7) | PV of (8) | |
| Fair Market Value as of the SFA Measurement Date | SFA Amount as of the SFA Measurement Date | Contributions | Withdrawal Liability Payments | Other Payments to Plan (excluding financial assistance and SFA) | Benefit Payments (should match total from Sheet 4-2) | Benefit Payments Attributable to Reinstatement of Benefits Suspended through the SFA Measurement Date | Administrative Expenses (excluding amount owed PBGC under 4261 of ERISA) | (1)-(2)+Sum of PV of (3) through PV of (8) [NOTE: This amount should be \$0] |
| \$8,070,876 | \$110,212,179 | \$6,450,075 | \$461,876 | \$0 | (\$114,905,121) | \$0 | (\$10,289,884) | \$0 |

Show payments INTO the plan as positive, and payments OUT of the plan as negative, so that the sum of (1) through (9) equals (10).

| Plan Year Start Date | Plan Year End Date | (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) |
|----------------------|--------------------|---|---|---------------|-------------------------------|---|--|---|--|--|---|
| | | Fair Market Value of Assets at Beginning of Plan Year | SFA Amount as of the SFA Measurement Date | Contributions | Withdrawal Liability Payments | Other Payments to Plan (excluding financial assistance and SFA) | Benefit Payments (should match total from Sheet 4-2) | Benefit Payments Attributable to Reinstatement of Benefits Suspended through the SFA Measurement Date | Administrative Expenses (excluding amount owed PBGC under 4261 of ERISA) | Investment Income Based on SFA Interest Rate | Fair Market Value of Assets at End of Plan Year |
| 07/01/2021 | 12/31/2021 | \$8,070,876 | \$110,212,179 | \$291,605 | \$21,731 | \$0 | -\$3,860,593 | \$0 | -\$302,788 | \$2,304,343 | \$116,737,353 |
| 01/01/2022 | 12/31/2022 | \$116,737,353 | | \$485,014 | \$43,462 | \$0 | -\$7,748,167 | \$0 | -\$320,200 | -\$4,514,900 | \$113,522,563 |
| 01/01/2023 | 12/31/2023 | \$113,522,563 | | \$459,204 | \$43,462 | \$0 | -\$7,737,043 | \$0 | -\$330,604 | \$4,385,811 | \$110,153,797 |
| 01/01/2024 | 12/31/2024 | \$110,153,797 | | \$434,354 | \$43,462 | \$0 | -\$7,754,554 | \$0 | -\$330,604 | \$4,250,005 | \$106,596,460 |
| 01/01/2025 | 12/31/2025 | \$106,596,460 | | \$410,432 | \$43,462 | \$0 | -\$7,724,966 | \$0 | -\$341,216 | \$4,107,613 | \$102,891,785 |
| 01/01/2026 | 12/31/2026 | \$102,891,785 | | \$387,318 | \$43,462 | \$0 | -\$7,669,597 | \$0 | -\$352,040 | \$3,959,854 | \$99,060,782 |
| 01/01/2027 | 12/31/2027 | \$99,060,782 | | \$368,219 | \$43,462 | \$0 | -\$7,624,428 | \$0 | -\$363,081 | \$3,806,915 | \$95,091,870 |
| 01/01/2028 | 12/31/2028 | \$95,091,870 | | \$345,937 | \$43,462 | \$0 | -\$7,559,433 | \$0 | -\$374,343 | \$3,648,787 | \$90,996,280 |
| 01/01/2029 | 12/31/2029 | \$90,996,280 | | \$330,340 | \$43,462 | \$0 | -\$7,492,950 | \$0 | -\$385,830 | \$3,485,752 | \$86,777,054 |
| 01/01/2030 | 12/31/2030 | \$86,777,054 | | \$324,992 | \$43,462 | \$0 | -\$7,403,624 | \$0 | -\$397,547 | \$3,318,428 | \$82,462,765 |
| 01/01/2031 | 12/31/2031 | \$82,462,765 | | \$323,789 | \$43,462 | \$0 | -\$7,227,888 | \$0 | -\$409,141 | \$3,148,715 | \$78,121,702 |
| 01/01/2032 | 12/31/2032 | \$78,121,702 | | \$323,655 | \$43,462 | \$0 | -\$7,094,739 | \$0 | -\$421,724 | \$2,977,481 | \$73,729,838 |
| 01/01/2033 | 12/31/2033 | \$73,729,838 | | \$323,655 | \$43,462 | \$0 | -\$6,937,598 | \$0 | -\$434,588 | \$2,804,693 | \$69,309,492 |
| 01/01/2034 | 12/31/2034 | \$69,309,492 | | \$323,655 | \$43,462 | \$0 | -\$6,738,918 | \$0 | -\$447,649 | \$2,631,591 | \$64,901,633 |
| 01/01/2035 | 12/31/2035 | \$64,901,633 | | \$323,655 | \$10,866 | \$0 | -\$6,540,687 | \$0 | -\$461,002 | \$2,458,322 | \$60,472,788 |
| 01/01/2036 | 12/31/2036 | \$60,472,788 | | \$323,655 | \$0 | \$0 | -\$6,363,499 | \$0 | -\$474,622 | \$2,284,222 | \$56,022,545 |
| 01/01/2037 | 12/31/2037 | \$56,022,545 | | \$323,655 | \$0 | \$0 | -\$6,130,832 | \$0 | -\$488,514 | \$2,110,588 | \$51,617,442 |
| 01/01/2038 | 12/31/2038 | \$51,617,442 | | \$323,655 | \$0 | \$0 | -\$5,890,666 | \$0 | -\$502,880 | \$1,939,220 | \$47,282,771 |
| 01/01/2039 | 12/31/2039 | \$47,282,771 | | \$323,655 | \$0 | \$0 | -\$5,685,947 | \$0 | -\$517,314 | \$1,770,419 | \$43,008,585 |
| 01/01/2040 | 12/31/2040 | \$43,008,585 | | \$323,655 | \$0 | \$0 | -\$5,454,923 | \$0 | -\$531,591 | \$1,604,626 | \$38,827,352 |
| 01/01/2041 | 12/31/2041 | \$38,827,352 | | \$323,655 | \$0 | \$0 | -\$5,214,220 | \$0 | -\$546,706 | \$1,442,769 | \$34,753,850 |
| 01/01/2042 | 12/31/2042 | \$34,753,850 | | \$323,655 | \$0 | \$0 | -\$4,971,686 | \$0 | -\$562,602 | \$1,285,261 | \$30,794,479 |
| 01/01/2043 | 12/31/2043 | \$30,794,479 | | \$323,655 | \$0 | \$0 | -\$4,727,032 | \$0 | -\$579,244 | \$1,132,367 | \$26,956,226 |
| 01/01/2044 | 12/31/2044 | \$26,956,226 | | \$323,655 | \$0 | \$0 | -\$4,504,219 | \$0 | -\$596,828 | \$983,828 | \$23,218,984 |
| 01/01/2045 | 12/31/2045 | \$23,218,984 | | \$323,655 | \$0 | \$0 | -\$4,277,754 | \$0 | -\$615,330 | \$839,411 | \$19,590,966 |
| 01/01/2046 | 12/31/2046 | \$19,590,966 | | \$323,655 | \$0 | \$0 | -\$4,059,947 | \$0 | -\$634,194 | \$699,169 | \$16,066,649 |
| 01/01/2047 | 12/31/2047 | \$16,066,649 | | \$323,655 | \$0 | \$0 | -\$3,852,904 | \$0 | -\$653,348 | \$562,834 | \$12,637,887 |
| 01/01/2048 | 12/31/2048 | \$12,637,887 | | \$323,655 | \$0 | \$0 | -\$3,631,728 | \$0 | -\$672,807 | \$430,638 | \$9,324,645 |
| 01/01/2049 | 12/31/2049 | \$9,324,645 | | \$323,655 | \$0 | \$0 | -\$3,422,248 | \$0 | -\$692,670 | \$302,401 | \$6,118,183 |
| 01/01/2050 | 12/31/2050 | \$6,118,183 | | \$323,655 | \$0 | \$0 | -\$3,218,406 | \$0 | -\$712,209 | \$179,708 | \$3,016,332 |
| 01/01/2051 | 12/31/2051 | \$3,016,332 | | \$323,655 | \$0 | \$0 | -\$3,034,938 | \$0 | -\$732,193 | \$59,144 | \$0 |

TEMPLATE 7

v20210706p

7a - Assumption Changes for SFA Eligibility

File name: *Template 7 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name.

Instructions for Section C, Item 7(a) of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance:

Sheet 7a of Template 7 is not required if the plan is eligible for SFA under § 4262.3(a)(2) (MPRA suspensions) or § 4262.3(a)(4) (certain insolvent plans) of PBGC's special financial assistance regulation.

Sheet 7a of Template 7 is not required if the plan is eligible based on a certification of plan status completed before January 1, 2021.

Sheet 7a of Template 7 is not required if the plan is eligible based on a certification of plan status completed after December 31, 2020 but reflects the same assumptions as those in the pre-2021 certification of plan status.

Provide a table identifying which assumptions used in determining the plan's eligibility for SFA differ from those used in the pre-2021 certification of plan status and brief explanations as to why using those assumptions is no longer reasonable and why the changed assumptions are reasonable.

This table should reflect all identified assumptions (including those that are included in the Baseline provided in Template 5) and should be an abbreviated version of information provided in Section D, Item 6(a) of the SFA filing instructions.

For example, if the mortality assumption used in the pre-2021 certification of plan status is the RP-2000 mortality table, and the plan proposes to change to the Pri-2012(BC) table, complete one line of the table as follows:

| | (A) | (B) | (C) |
|--|--|--|---|
| Assumption That Has Changed From Assumption Used in Most Recent Certification of Plan Status Completed Prior to 1/1/2021 | Brief description of assumption used in the most recent certification of plan status completed prior to 1/1/2021 | Brief description of assumption used in showing the plan's eligibility for SFA (if different). | Brief explanation on why the assumption in (A) is no longer reasonable and why the assumption in (B) is reasonable. |
| Base Mortality Assumption | RP-2000 mortality table | Pri-2012(BC) mortality table | Prior assumption is outdated. New assumption reflects more recently published experience for blue collar workers. |

Add one line for each assumption that has changed from the assumption used in the most recent certification of plan status completed prior to 1/1/2021.

Since this Template 7a is intended as an abbreviated version of more detailed information provided in Section D, Item 6(a) of the SFA filing instructions, it is not necessary to include full tables of rates at every age (e.g., for retirement, turnover, etc.). Instead, a high level description that focuses on what aspect of the assumption has changed is preferred.

TEMPLATE 7

v20210706p

7b - Assumption Changes for SFA Amount

File name: *Template 7 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name.

Instructions for Section C, Item 7(b) of the Instructions for Filing Requirements for Multiemployer Plans Applying for Special Financial Assistance:

Provide a table identifying which assumption differ from those used in the pre-2021 certification of plan status (except the interest rate used in calculating the amount of SFA) and brief explanations as to why using those original assumptions is no longer reasonable and why the changed assumptions are reasonable.

Please state if the changed assumption is an extension of the CBU assumption or the administrative expenses assumption as described in Paragraph A "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions.

This table should identify all changed assumptions except for the interest rate (reflecting those that are included in the Baseline provided in Template 5) and should be an abbreviated version of information provided in Section D, Item 6(b) of the SFA filing instructions.

For example, if the mortality assumption used in the pre-2021 certification of plan status is the RP-2000 mortality table, and the plan proposes to change to the Pri-2012(BC) table, complete one line of the table as follows:

| | (A) | (B) | (C) |
|--|--|---|--|
| Assumption That Has Changed From Assumption Used in Most Recent Certification of Plan Status Completed Prior to 1/1/2021 | Brief description of assumption used in the most recent certification of plan status completed prior to 1/1/2021 | Brief description of assumption used to determine the requested SFA amount (if different) | Brief explanation on why the assumption in (A) is no longer reasonable and why the assumption in (B) is reasonable. |
| Base Mortality Assumption | RP-2000 mortality table | Pri-2012(BC) mortality table | Original assumption is outdated. New assumption reflects more recently published experience for blue collar workers. |

For example, assume the plan is projected to be insolvent in 2029 in the pre-2021 certification of plan status. The plan changes its CBU assumption by extending the assumption to the later projection years as described in Paragraph A, "Adoption of assumptions not previously factored into pre-2021 certification of plan status" of Section III, Acceptable Assumption Changes of PBGC's guidance on Special Financial Assistance Assumptions. Complete one line of the table as follows:

| | (A) | (B) | (C) |
|--|--|--|--|
| Assumption That Has Changed From Assumption Used in Most Recent Certification of Plan Status Completed Prior to 1/1/2021 | Brief description of assumption used in the most recent certification of plan status completed prior to 1/1/2021 | Brief description of assumption used to determine the requested SFA amount (if different) | Brief explanation on why the assumption in (A) is no longer reasonable and why the assumption in (B) is reasonable. |
| CBU Assumption | Decrease from most recent plan year's actual number of CBUs by 2% per year to 2028 | Same number of CBUs for each projection year to 2028 as shown in (A), then constant CBUs for all years after 2028. | Original assumption does not address years after original projected insolvency in 2029. Proposed assumption uses acceptable extension methodology. |

Add one line for each assumption that has changed from the assumption used in the most recent certification of plan status completed prior to 1/1/2021.

Since this Template 7b is intended as an abbreviated version of more detailed information provided in Section D, Item 6(b) of the SFA filing instructions, it is not necessary to include full tables of rates at every age (e.g., for retirement, turnover, etc.). Instead, a high level description that focuses on what aspect of the assumption has changed is preferred.

Template 7 - Sheet 7b

v20210706p

Assumption Changes - SFA Amount

PLAN INFORMATION

| | | |
|------------------------|------------|--|
| Abbreviated Plan Name: | 138 PF | |
| EIN: | 11-6170655 | |
| PN: | 001 | |

| | A | B | C |
|--|--|---|--|
| Assumption That Has Changed From Assumption Used in Most Recent Certification of Plan Status Completed Prior to 1/1/2021 | Brief description of assumption used in the most recent certification of plan status completed prior to 1/1/2021 | Brief description of assumption used to determine the requested SFA amount (if different) | Brief explanation on why the assumption in (A) is no longer reasonable and why the assumption in (B) is reasonable. |
| Administration Expenses | Was not considered for Plan years after insolvency | \$500,000 annually, increasing 2% per year, with an additional increase in 2031 to account for scheduled PBGC premium increase | This is an extension of the assumption used to project the Plan until insolvency |
| New Entrant Profile Assumption | A simplified assumption was used, assuming all new entrants were age 30 | Based on characteristics of the new entrants over the last five years. | New assumption is reasonable as it's based on the last five years of Plan experience |
| CBUs and Contributions | Based on Participant Data as of 1/1/2020 | Adjusted to account for withdrawn employer and active participant count dropping by 6 in 2020 and assuming continuing withdrawal of smaller employers until only the two largest employers remain | An employer has withdrawn since the last time this assumption was considered and history of small employers going bankrupt and withdrawing |
| | | | |
| | | | |
| | | | |
| | | | |

TEMPLATE 8

File name: *Template 8 Pension Plan Name*, where "Pension Plan Name" is an abbreviated version of the plan name.

v20210706p

Contribution and Withdrawal Liability Details

Provide details of the projected contributions and withdrawal liability payments used to calculate the requested SFA amount. This should include total contributions, contribution base units (including identification of the base unit used (i.e., hourly, weekly)), average contribution rate(s), reciprocity contributions (if applicable), additional contributions from the rehabilitation plan (if applicable), and any other identifiable contribution streams. For withdrawal liability, separately show amounts for currently withdrawn employers and for future assumed withdrawals. Also provide the projected number of active participants at the beginning of each plan year.

The first row in the projection period is for the period beginning on the SFA measurement date and ending on the last day of the plan year containing the SFA measurement date. For all other periods, provide the full plan year of information up to the plan year ending in 2051.

PLAN INFORMATION

| | |
|------------------------|------------|
| Abbreviated Plan Name: | 138 PP |
| EIN: | 11-6170655 |
| PN: | 001 |

| | |
|----------------------------|--------|
| Unit (e.g. hourly, weekly) | Weekly |
|----------------------------|--------|

All Other Sources of Non-Investment Income

| Plan Year Start Date | Plan Year End Date | Total Contributions* | Total Contribution Base Units | Average Contribution Rate | Reciprocity Contributions (if applicable) | Additional Rehab Plan Contributions (if applicable) | Other - Explain if Applicable | Withdrawal Liability Payments for Currently Withdrawn Employers | Withdrawal Liability Payments for Projected Future Withdrawals | Projected Number of Active Participants (Including New Entrants) at the Beginning of the Plan Year |
|----------------------|--------------------|----------------------|-------------------------------|---------------------------|---|---|-------------------------------|---|--|--|
| 07/01/2021 | 12/31/2021 | \$291,605 | 4,843 | \$60.21 | \$0 | \$0 | \$0 | \$21,731 | \$0 | 170 |
| 01/01/2022 | 12/31/2022 | \$485,014 | 8,296 | \$58.46 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 166 |
| 01/01/2023 | 12/31/2023 | \$459,204 | 8,097 | \$56.71 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 162 |
| 01/01/2024 | 12/31/2024 | \$434,354 | 7,903 | \$54.96 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 158 |
| 01/01/2025 | 12/31/2025 | \$410,432 | 7,713 | \$53.21 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 154 |
| 01/01/2026 | 12/31/2026 | \$387,318 | 7,528 | \$51.45 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2027 | 12/31/2027 | \$368,219 | 7,528 | \$48.91 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2028 | 12/31/2028 | \$345,937 | 7,528 | \$45.95 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2029 | 12/31/2029 | \$330,340 | 7,528 | \$43.88 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2030 | 12/31/2030 | \$324,992 | 7,528 | \$43.17 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2031 | 12/31/2031 | \$323,789 | 7,528 | \$43.01 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2032 | 12/31/2032 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2033 | 12/31/2033 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2034 | 12/31/2034 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$43,462 | \$0 | 151 |
| 01/01/2035 | 12/31/2035 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$10,866 | \$0 | 151 |
| 01/01/2036 | 12/31/2036 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2037 | 12/31/2037 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2038 | 12/31/2038 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2039 | 12/31/2039 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2040 | 12/31/2040 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2041 | 12/31/2041 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2042 | 12/31/2042 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2043 | 12/31/2043 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2044 | 12/31/2044 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2045 | 12/31/2045 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2046 | 12/31/2046 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2047 | 12/31/2047 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2048 | 12/31/2048 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2049 | 12/31/2049 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2050 | 12/31/2050 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |
| 01/01/2051 | 12/31/2051 | \$323,655 | 7,528 | \$42.99 | \$0 | \$0 | \$0 | \$0 | \$0 | 151 |

* Total contributions shown here should be contributions based upon CBUs and should not include items separately shown in any columns under "All Other Sources of Non-Investment Income."