ANNUAL FUNDING NOTICE

For the
United Food and Commercial Workers Union and Participating Food Industry Employers Tri-State Pension Plan

Introduction

This notice includes important information about the funding status of your pension plan, the United Food and Commercial Workers Union and Participating Food Industry Employers Tri-State Pension Plan (the "Plan") and general information about the benefit payments guaranteed by the Pension Benefit Guaranty Corporation (the "PBGC"), a federal insurance agency. All traditional pension plans (called "defined benefit pension plans") must provide this notice every year regardless of their funding status. This notice does **not** mean that the Plan is terminating.

This Notice is provided for informational purposes only and does **not** require you to respond in any way. This notice is for the plan year beginning January 1, 2024, and ending December 31, 2024 (the "Plan Year").

This notice, and the Notice of Funding Status that also is enclosed, reflect the American Rescue Plan Act of 2021 (ARPA). ARPA provides financial assistance to multiemployer pension plans with solvency issues. Specifically, multiemployer plans like this one that meet certain eligibility requirements may receive "special financial assistance" (SFA) from the Pension Benefit Guaranty Corporation (PBGC) to keep them solvent through approximately 2051. The Board of Trustees has applied to the PBGC and been approved for SFA. Information relating to the amount of SFA received by the Plan and its impact on the Plan are included throughout the notice below.

How Well Funded Is Your Plan

Under federal law, the Plan must report how well it is funded by using a measure called the "funded percentage." The funded percentage is obtained by dividing the Plan's assets by its liabilities on the first day of the plan year (the "Valuation Date"). In general, the higher the funded percentage, the better funded a plan. Your Plan's funded percentage for the Plan Year and each of the two preceding plan years is set forth in the chart below, along with a statement of the value of the Plan's assets and liabilities for the same period.

Funded Percentage			
	2024 Plan Year	**2023 Plan Year**	**2022 Plan Year**
Valuation Date	January 1, 2024	January 1, 2023	January 1, 2022
Funded Percentage	29.09%	32.28%	34.90 %
Value of Assets	$252,978,793	$281,528,904	$310,464,225
Value of Liabilities	$869,411,757	$871,925,167	$889,529,264

Year-End Fair Market Value of Assets

The asset values in the chart above are measured as of the Valuation Date for the respective plan year and are actuarial values. Because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values that are designed to smooth out those fluctuations for funding purposes. The asset values below are market values and are measured as of the last day of the plan year, rather than as of the Valuation Date. Substituting the market value of assets for the actuarial value used in the above chart would show a clearer picture of a plan's funded status as of the Valuation Date. The fair market value of the Plan's assets as of the last day of the Plan Year and each of the two preceding plan years is shown in the following table:

	December 31, 2024	December 31, 2023	December 31, 2022
Fair Market Value of Assets	$862,246,143	$233,099,438	$266,663,668

The December 31, 2024 fair market value of assets disclosed above is reported on an unaudited basis since this notice is required to be distributed before the normal completion time of the audit which is currently in progress. Please note, the asset value as of December 31, 2024 includes the amount of the Plan's special financial assistance account.

Critical and Declining Status, Critical Status or Endangered Status

Under federal pension law, a plan generally will be considered to be in "endangered" status if, at the beginning of the plan year, the funded percentage of the plan is less than 80 percent or in "critical" status if, at the beginning of the plan year, the funded percentage is less than 65 percent (other factors may apply). A plan is in "critical and declining" status if it is in critical status and is projected to become insolvent (run out of money to pay benefits) within 15 years (or within 20 years if a special rule applies). If a pension plan enters endangered status, the plan's Board of Trustees (the "Trustees") is required to adopt a funding improvement plan. Similarly, if a pension plan enters critical status or critical and declining status, the Trustees are required to adopt a rehabilitation plan. Rehabilitation and funding improvement plans establish steps and benchmarks for pension plans to improve their funding status over a specified period of time.

The Plan was in "critical and declining" status in the Plan Year ending December 31, 2024, based primarily on the fact that it was projected to become insolvent in 2028, as the Plan had not received SFA at the time the certification was required to be submitted.

In an effort to improve the Plan's funding situation, the Trustees adopted a Rehabilitation Plan. The Board of Trustees continues to evaluate the Plan's funding status and comply with all applicable legal requirements. You may obtain a copy of the Plan's Rehabilitation Plan and the actuarial and financial data supporting the actions taken by the Plan toward fiscal improvement by contacting the Plan administrator. Or you may obtain this information at www.ufcwtristatepensionfund.org.

Under federal pension law, the Plan is considered to be in critical status for the Plan Year ending December 31, 2025, and was certified as such on March 27, 2025 by the Plan's Actuary. Since the Plan received SFA from the PBGC under ARPA, the Plan will be deemed to be in critical status through the Plan Year ending 2051.

Participant Information

Details on the total number of participants in the Plan as of the end of the 2024 Plan Year, and the prior two Plan Years, are set forth in the chart below.

Participant Counts			
Plan Year	**2024**	**2023**	**2022**
End of Year	December 31, 2024	December 31, 2023	December 31, 2022
Actives	3,778	4,366	4,720
Retired or Separated from Service and Receiving Benefits	11,159	11,088	10,956
Retired or Separated from Service and Entitled to Future Benefits	12,737	12,656	12,974
Total	27,674	28,110	28,650

The December 31, 2024 participant counts disclosed above are projected estimates based on the January 1, 2024 Valuation assumptions and data. These counts are estimated since this notice is required to be distributed before the year-end data is available.

Funding & Investment Policies

Every pension plan must have a procedure for establishing a funding policy to carry out plan objectives. A funding policy relates to the level of assets needed to pay for benefits promised under a plan currently and in the future. The funding policy of the Plan is to require contributing employers to meet the obligations of the Rehabilitation Plan schedules established by the Trustees under the Pension Protection Act of 2006.

Once money is contributed to the Plan, the money is invested by Plan officials called fiduciaries, who make specific investments in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for Plan investments with guidelines or general instructions concerning investment management decisions. The investment policy of the Plan is to invest the assets of the Plan in a manner consistent with the fiduciary standards of ERISA, namely: (a) all transactions undertaken must be for the sole interest of Plan participants and their beneficiaries to provide maximum benefits and defray reasonable expenses in a prudent manner, and (b) assets are to be diversified in order to minimize the impact of large losses in individual investments and to achieve a rate of return commensurate with contemporary economic conditions, recognizing that the actuarial interest rate for the Plan is 7%.

SFA assets are managed in a separate account and in accordance with section 4262(l) of ERISA and 29 CFR 4262.14 regarding the restrictions and limitations on investments. SFA assets are required to be managed with a minimum of one year of projected benefit payments and administrative expenses invested in investment grade fixed income in accordance with section 29 CFR 4262.16(c).

Under the Plan's investment policy, the Plan's assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of the Plan's total assets, which includes the SFA assets:

Asset Allocation	Percentage
Public Equity	11.44%
Private Equity	0.00%
Investment grade debt instruments	81.52%
High-yield debt instruments	1.56%
Cash and cash equivalents	0.22%
Real Estate	5.26%
Other	0.00%

Events Having a Material Effect on Assets or Liabilities

Federal law requires the Plan administrator to provide, in this notice, a written explanation of events, taking effect in the current plan year, which are expected to have a material effect on the Plan's liabilities or assets. Material effect events are occurrences that tend to have a significant impact on a plan's funding condition. An event is material if it, for example, is expected to increase or decrease total plan assets or plan liabilities by five percent or more.

Over the years, the Plan's contribution base has been adversely affected by the withdrawals of several employers, including the withdrawal by Shop-Rite and Super G. In addition, the liquidation in bankruptcy of the Great Atlantic & Pacific Tea Company, Inc. (including Pathmark Stores, Inc. and Super Fresh Food Markets, Inc., and collectively with their affiliated debtors, the "A&P Debtors") has adversely affected the Plan because it has significantly reduced the Plan's contribution base and resulted in former employees of the A&P Debtors applying for pension benefits earlier than would have been the case if the bankruptcy not occurred.

More recently, the American Rescue Plan Act of 2021 described at the beginning of this notice was passed, providing financial assistance to pensions plans like this one to meet benefit obligations through approximately 2051.

On December 2, 2024, the Plan received $684,360,361 in Special Financial Assistance ("SFA"). Of this amount, $638,123,040 was the amount requested in the Plan's application for Special Financial Assistance, and the remaining $46,237,321 was for interest to account for the amount of time between the Plan's application measurement date and the payment date of the SFA.

Because the Plan received SFA from PBGC under ARPA, the Plan is required to be administered in accordance with conditions described in PBGC regulations. These conditions relate to benefit increases; allocation of plan assets; reductions in employer contribution rates; diversion of contributions to, and allocation of expenses to, other benefit plans; transfers or mergers; and withdrawal liability. Under certain circumstances, a plan may request approval from PBGC for an exception from the conditions relating to benefit increases, reductions in employer contribution rates, transfers or mergers, and withdrawal liability.

Prohibition Against Future MPRA Suspensions

Because the Plan received SFA, the Plan may not submit an application to the Secretary of the Treasury to suspend or reduce your benefits in the future under the Multiemployer Pension Reform Act, also known as MPRA.

Right to Request a Copy of the Annual Report

A pension plan is required to file, with the U.S. Department of Labor an annual report called Form 5500 that contains financial and other information about the plan. Copies of the Plan's annual report are available from the U.S. Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. For 2009 and subsequent plan years, you may obtain an electronic copy of the Plan's annual report by going to www.efast.dol.gov and using the Form 5500 search function. You may also obtain a copy of the Plan's annual report by making a written request to the Plan administrator or by accessing it online at the Plan's website at www.ufcwtristatepensionfund.org. Individual information, such as the amount of your accrued benefit under the Plan, is not contained in the annual report. If you are seeking information regarding your benefits under the Plan, contact the Plan administrator identified below (under the section titled "Where To Get More Information about Your Plan.")

Summary of Rules Governing Insolvent Plans

Federal law has a number of special rules that apply to financially troubled multiemployer plans that become insolvent, either as ongoing plans or plans terminated by mass withdrawal. The Plan administrator is required by law to include a summary of these rules in the annual funding notice. A plan is insolvent for a plan year if its available financial resources are not sufficient to pay benefits when due for that plan year. An insolvent plan must reduce benefit payments to the highest level that can be paid from the plan's available resources. If such resources are not enough to pay benefits at the level specified by law (see the section titled "Benefit Payments Guaranteed by the PBGC," below), the plan must apply to the PBGC for financial assistance. The PBGC will loan the plan the amount necessary to pay benefits at the guaranteed level. Reduced benefits may be restored if the plan's financial condition improves.A plan that becomes insolvent must provide prompt notice of its status to participants and beneficiaries, contributing employers, labor unions representing participants, and the PBGC. In addition, participants and beneficiaries also must receive information regarding whether, and how, their benefits will be reduced or affected, including loss of a lump sum option.

Benefit Payments Guaranteed by the PBGC

The maximum benefit that the PBGC guarantees is set by law. Only benefits that you have earned a right to receive and that cannot be forfeited (called vested benefits) are guaranteed. There are separate insurance programs with different benefit guarantees and other provisions for single-employer plans and multiemployer plans. Your Plan is covered by PBGC's multiemployer program. Specifically, the PBGC guarantees a monthly benefit payment equal to 100 percent of the first $11 of the Plan's monthly benefit accrual rate, plus 75 percent of the next $33 of the accrual rate, times each year of credited service. The PBGC's maximum guarantee, therefore, is $35.75 per month times a participant's years of credited service.

Example 1: If a participant with 10 years of credited service has an accrued monthly benefit of $600, the accrual rate for purposes of determining the PBGC guarantee would be determined by dividing the monthly benefit by the participant's years of service ($600/10), which equals $60. The guaranteed amount for a $60 monthly accrual rate is equal to the sum of $11 plus $24.75 (.75 x $33), or $35.75. Thus, the participant's guaranteed monthly benefit is $357.50 ($35.75 x 10).

Example 2: If the participant in Example 1 has an accrued monthly benefit of $200, the accrual rate for purposes of determining the guarantee would be $20 (or $200/10). The guaranteed amount for a $20 monthly accrual rate is equal to the sum of $11 plus $6.75 (.75 x $9), or $17.75. Thus, the participant's guaranteed monthly benefit would be $177.50 ($17.75 x 10).

The PBGC guarantees pension benefits payable at normal retirement age and some early retirement benefits. In addition, the PBGC guarantees qualified preretirement survivor benefits (which are preretirement death benefits payable to the surviving spouse of a participant who dies before starting to receive benefit payments). In calculating a person's monthly payment, the PBGC will disregard any benefit increases that were made under a plan within 60 months before the earlier of the plan's termination or insolvency (or benefits that were in effect for less than 60 months at the time of termination or insolvency). Similarly, the PBGC does not guarantee benefits above the normal retirement benefit, disability benefits not in pay status, or non-pension benefits, such as health insurance, life insurance, death benefits, vacation pay, or severance pay.

For additional information about the PBGC and the pension insurance program guarantees, go to the Multiemployer Page on PBGC's website at www.pbgc.gov. Please contact your employer or plan administrator for specific information about the Plan or your pension benefit. PBGC does not have that information. See "Where to Get More Information," below.

Where to Get More Information about Your Plan

Plan Administrator: Keystone 74 Benefits and Administration, LLC 3031B Walton Road Plymouth Meeting, PA 19462	**Contact**: Telephone: 610.941.4282 Toll-free: 866.928.8329
Plan Sponsor: Board of Trustees of the United Food and Commercial Workers Union and Participating Food Industry Employers Tri-State Pension Plan	**Plan Number**: 001 **Employer identification number** (EIN): 23-6396097

April 25, 2025