Western Conference of Teamsters Pension Plan

January 1, 2014 Actuarial Valuation

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Milliman, Inc.

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September 4, 2014

Board of Trustees
Western Conference of Teamsters Pension Plan

Dear Trustees:

As requested, we performed an actuarial valuation of the Western Conference of Teamsters Pension Plan as of January 1, 2014, for the Plan Year ending December 31, 2014. Our findings are set forth in this actuary's report.

In preparing this report, we relied, without audit, on information supplied by the administrative office, the Plan's independent auditor and the Plan's attorney. This information includes, but is not limited to, Plan documents and provisions, employee data, and financial information. The financial information was taken from a draft of the audit report and is, hence, subject to finalization. We found this information to be reasonably consistent and comparable with information used for other purposes. The valuation results depend on the integrity of this information. If any of this information is inaccurate or incomplete our results may be different and our calculations may need to be revised.

For actuarial requirements under ERISA, all costs, liabilities, rates of interest, and other factors under the Plan (except when mandated directly by the Internal Revenue Code and its regulations) have been determined on the basis of actuarial assumptions and methods which are individually reasonable (taking into account the experience of the Plan and reasonable expectations) and which, in combination, offer our best estimate of anticipated experience under the Plan. We completed this actuarial valuation in accordance with our understanding of IRS minimum funding requirements as amended by subsequent legislation, including the Pension Protection Act of 2006 (PPA) and the Pension Relief Act of 2010 (PRA), and reflecting all proposed regulations and guidance issued to date.

Future actuarial measurements may differ significantly from the current measurements presented in this report due to many factors, including: plan experience differing from that anticipated by the economic or demographic assumptions; changes in economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for these measurements (such as the end of an amortization period or additional cost or contribution requirements based on the plan's funded status); and changes in plan provisions or applicable law. Due to the limited scope of our assignment, we did not perform an analysis of the potential range of future measurements.

Actuarial computations under ERISA are to determine the minimum required, and maximum allowable funding amounts for an ongoing plan. The calculations in the enclosed report have been made on a basis consistent with our understanding of ERISA. Results for other purposes may be significantly different than the results in this report; other calculations may be needed for other purposes, such as judging benefit security at plan termination.

Milliman's work is prepared solely for the internal business use of the Trust and its Trustees and employees (for their use in administering the Trust). Milliman's work may not be provided to third parties without Milliman's prior written consent. Milliman does not intend to benefit or create a legal duty to any third party recipient of its work product. Milliman's consent to release its work product to any third party may be conditioned on the third party signing a Release; subject to the following exceptions:

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The consultants who worked on this assignment are pension actuaries. Milliman's advice is not intended to be a substitute for qualified legal or accounting counsel.

On the basis of the foregoing, we hereby certify that, to the best of our knowledge and belief, this report is complete and accurate and has been prepared in accordance with generally recognized and accepted actuarial principles and practices. We are members of the American Academy of Actuaries and meet the Qualification Standards to render the actuarial opinion contained herein.

We respectfully submit the following report, and we look forward to discussing it with you.

Sincerely,

Peter R. Sturdivan, FSA, EA, MAAA
Principal and Consulting Actuary

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Summary of Valuation Results

Overview of Results

(In Thousands)	Actuarial Valuation for Plan Year Beginning December 31, 2012	December 31, 2013
Assets		
Market Value of Assets	$32,309,867	$35,193,014
Actuarial Value of Assets	$34,132,485	$35,478,550
Investment Return (non-dedicated assets)		
Market Value of Assets	13.15%	15.25%
Actuarial Value of Assets	5.72%	7.66%
Funded Status		
Actuarial Accrued Liability	$37,865,447	$39,116,028
Market Funded Percentage	85.3%	90.0%
Actuarial (Pension Protection Act) Funded Percentage	90.1%	90.7%
Withdrawal Liability		
Present Value of Vested Benefits	$36,108,886	$37,280,381
Assets for Withdrawal Liability	$29,809,192	$32,019,915
Unfunded Vested Benefit Liability	$6,299,694	$5,260,466
Credit Balance and Contribution Requirements		
Actuarial Accrued Liability	$37,865,447	$39,116,028
Actuarial Value of Assets	$34,132,485	$35,478,550
Unfunded Actuarial Accrued Liability	$3,732,962	$3,637,478
Credit Balance at End of Prior Year	$2,277,520	$2,446,164
Normal Cost (including expenses)	$767,700	$798,458
Anticipated Contributions	$1,375,000	$1,401,000
Contribution to Maintain Credit Balance (Middle of Year)	$1,260,413	$1,276,363
Amortization Period		
Actuarial Value of Assets	8.7 years	8.3 years
Market Value of Assets	15.6 years	9.2 years
Participant Data		
Retirees & Beneficiaries(1)	213,780	217,924
Vested Inactive Participants	169,020	167,940
Active Participants	194,080	195,620
Total Participants in Valuation	576,880	581,484
Certification Status	Green	Green

(1)The figures above are estimated counts. The retired life valuation included 246,958 and 252,493 records as of January 1, 2013 and January 1, 2014 respectively.

A. Purpose of this Report

This report has been prepared for the Western Conference of Teamsters Pension Plan as of January 1, 2014 to:

- Review the Plan's funded status as of January 1, 2014.
- Review the experience for the plan year ending December 31, 2013, including the Plan's trust fund activity and investment return, and changes in plan participant demographics that impact liabilities.
- Calculate the Plan's funding requirements under ERISA for the plan year beginning January 1, 2014.
- Determine the Plan's Amortization Period as of January 1, 2014.
- Determine the Plan's unfunded vested benefit liability for withdrawal liability purposes as of December 31, 2013 in accordance with the Multiemployer Pension Plan Amendments Act of 1980.
- Determine the actuarial present value of accumulated plan benefits as of December 31, 2013 for purposes of disclosing the Plan's liabilities under FASB ASC Topic 960.

B. Plan Provisions

The valuation reflects the plan provisions in effect on January 1, 2014. The following changes occurred during the plan year ending December 31, 2013:

- Several bargaining units chose PEER coverage for the first time, or chose more valuable PEER coverage. These actions increased the Plan's liability by approximately $12 million. The increases in contributions due to the contribution rate increases minimize the impact on the unfunded actuarial liability.
- New units from outside the West are allowed to participate. The affected individuals are treated as new employees for purposes of the valuation.

In addition, the following changes were made to the Plan's provisions:

- Technical amendment defining eligible rollovers,
- Minor alteration to the Food Processing Industry contribution rules,
- Recognition of same sex marriages,

  This valuation was not impacted by these amendments.

C. Actuarial Methods and Assumptions

Other than the assumptions mandated by the IRS, the following changes were made to the assumptions for this valuation in order to reflect recent and anticipated plan experience:

- The discount rate used for the 1982/1984 Annuity Account was changed to 6.59% for 2014 from 3.55% for 2013, and the discount rate used for the SBA Dedication was changed to 4.42% for 2014 from 4.99% for 2013.

The change in discount rates increased the Plan's actuarial liability by about $120 million.

- The assumed annual rates of pre-retirement healthy mortality for males were changed to the RP 2000 Mortality Tables for Male Employees adjusted for Blue Collar and projected by Scale AA to 2015. The assumed annual rates of pre-retirement healthy mortality for females were changed to the RP 2000 Mortality Tables for Female Employees adjusted for Blue Collar and projected by Scale AA for to 2017.

- The assumed annual rates of post-retirement healthy mortality prior to age 50 were changed to the RP 2000 Mortality Tables for Employees adjusted for Blue Collar and projected by Scale AA to 2015 and 2017 for males and females respectively.
- The adjustment for subsidized joint and survivor benefits was changed to match current assumptions.

These changes increased the Plan's actuarial liability by about $33 million.

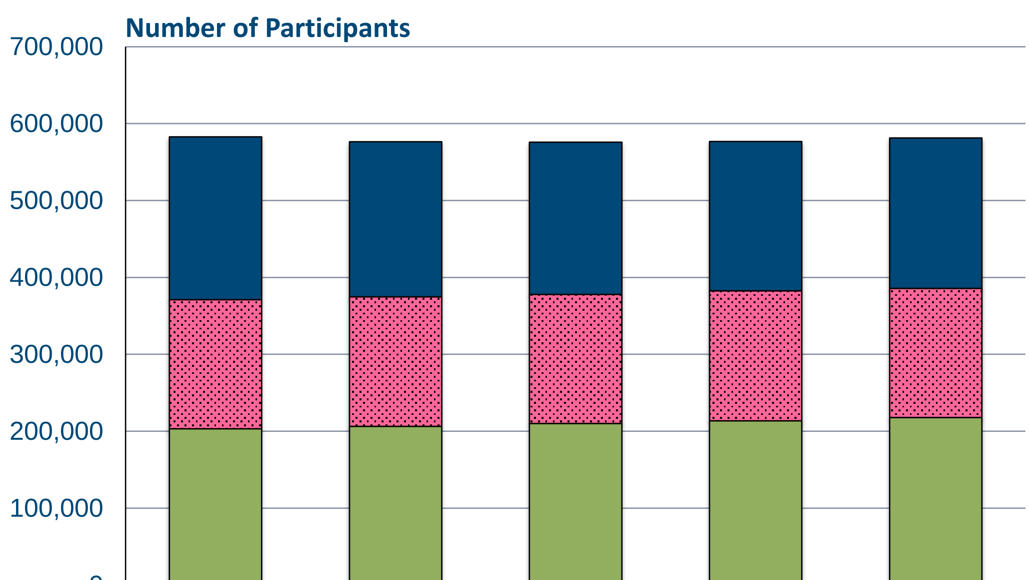
In addition, the following changes were made

- The annual non-investment expenses assumption was increased from $85 million to $87 million principally due to the increase in PBGC premiums, and
- The anticipated annual employer contributions were increased to $1.401 billion for purposes of projecting the 2014 Funding Standard Account and determining the Amortization Period.

D. Participant Information

Participant Counts

The following chart shows the number of participants included in this valuation, along with comparable information from the last several valuations.

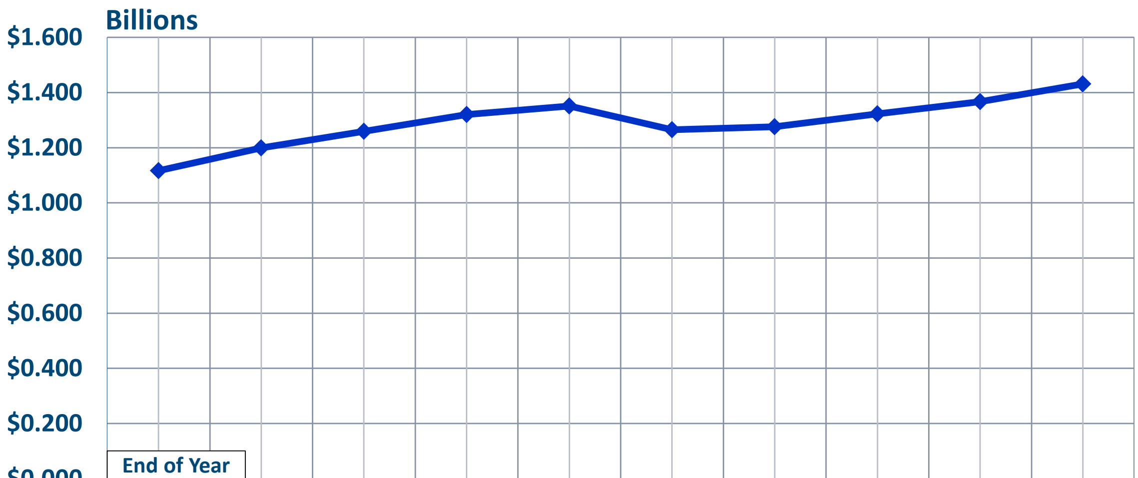


	2009	2010	2011	2012	2013
Active	211,700	201,740	197,900	194,080	195,620
Vested Terminated	167,720	168,240	168,080	169,020	167,940
In Pay	203,381	206,645	210,123	213,780	217,924
Totals	**582,801**	**576,625**	**576,103**	**576,880**	**581,484**

For valuation purposes, an active participant is a participant who is not retired, terminated or deceased on the valuation date, has satisfied the participation requirements of the Plan, and who worked at least 250 hours in the plan year immediately prior to the valuation date, or worked at least one hour in the plan year immediately prior to the valuation date and worked at least 250 hours in the second plan year preceding the valuation date. A Non-Seasonal active participant is a participant who is not retired, terminated or deceased on the valuation date and who accumulated 750 hours in the current and immediately preceding calendar years. Seasonal employees become active participants if they satisfy one-half of the covered hour requirement of Non-Seasonal employees.

Contributions

Based on the assumptions used for the Plan's zone certification under the Pension Protection Act, contributions for the plan year beginning January 1, 2014 are expected to be $1,401,000,000. The graph below shows how this level compares with the Plan's historical level of contributions.



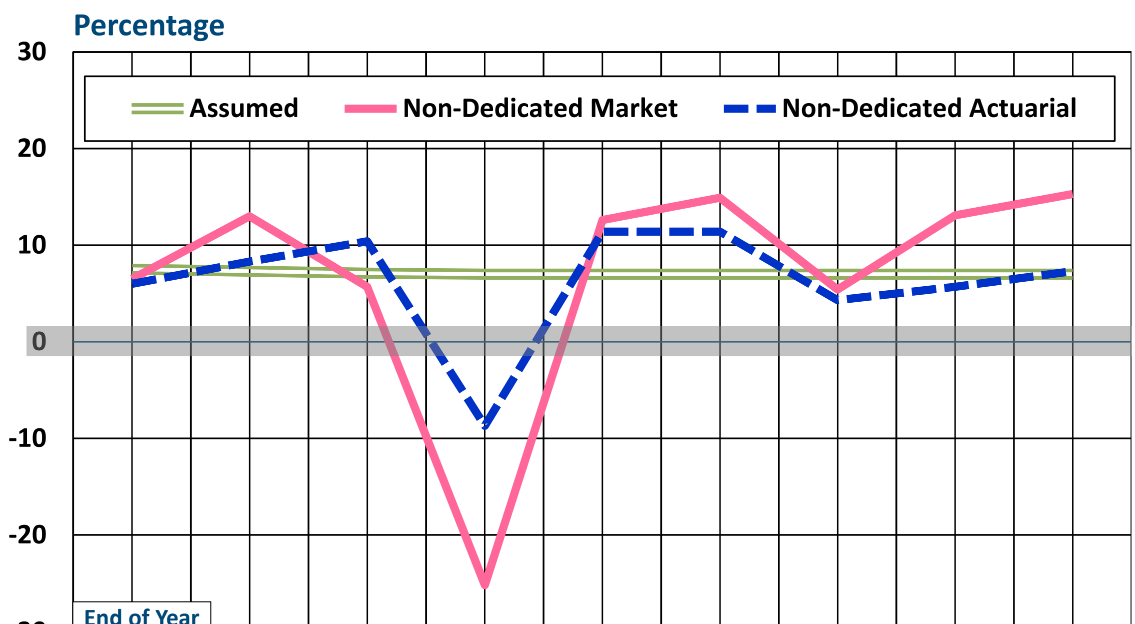
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Contributions	$1.117	$1.199	$1.259	$1.320	$1.351	$1.265	$1.276	$1.323	$1.367	$1.431

E. Plan Assets

The Plan's market value of assets is the net assets available for benefits as shown on the Plan's financial statements. The Plan's assets are split into dedicated assets and non-dedicated assets. The dedicated assets include the Fixed Dollar Account (FDA), the 1982/84 Annuity Account (82/84 Account), and the Strategic Bond Account (SBA). The FDA is held at book value. Augmenting the FDA, the Supplemental Bond Fund is an additional amount necessary to maintain cash flow matching and it is held at amortized cost. The two other accounts are also held at amortized cost. The Plan uses an asset smoothing method on the non-dedicated portion of the assets that recognizes market value investment gains and losses over a period of five years, except that the Trustees elected to recognize the 2008 investment loss over 10 years under the Pension Relief Act of 2010. [For purposes of developing the Unfunded Vested Benefit Liability, the Pension Relief Act of 2010 election is ignored.] The resulting asset value is called the actuarial value of assets, and is used for determining the PPA funded percentage, the minimum and maximum contributions under ERISA, and computation of the Amortization Period. The table below shows these values along with the Plan's rate of investment return, net of investment expenses, over the past five years.

January 1,	Prior Year Rate of Return		(In Thousands)		
	Market	Actuarial	Market Value of Assets	ERISA Actuarial Value of Assets	UVBL Actuarial Value of Assets
2014	12.59%	7.33%	$35,193,014	$35,478,550	$32,019,915
2013	11.93	5.82	32,309,867	34,132,485	29,809,192
2012	6.26	4.62	29,891,186	33,310,140	29,851,506
2011	13.53	10.55	29,164,847	32,880,990	30,287,014
2010	10.96	11.30	26,668,267	30,734,944	30,568,505

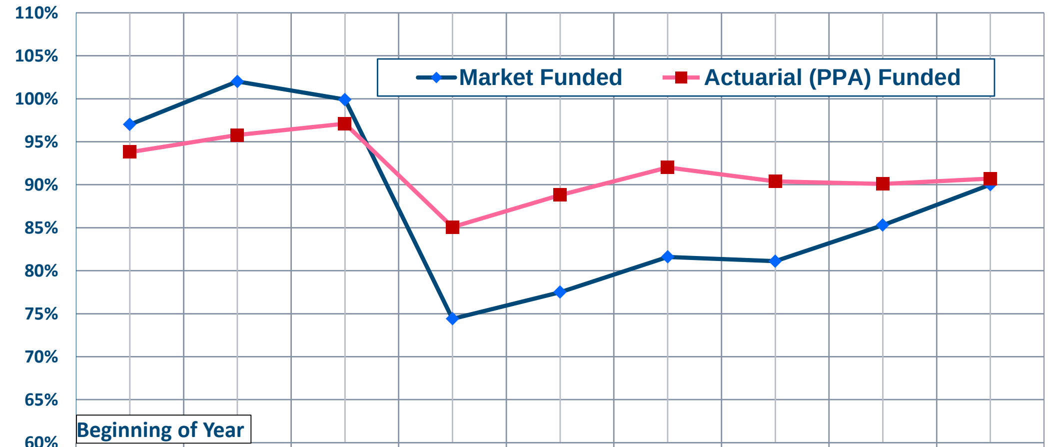
Over the past 20 years, the Plan's total assets have averaged a 7.62% return on a market value basis, net of investment expenses. The Plan's non-dedicated assets have averaged 8.46% on a market value basis, net of investment expenses over the same time period. The numerical history can be found on Exhibit 3.3 in this report. The graph below shows the Plan's annual returns on the non-dedicated assets over this time period, compared with the Plan's investment return assumption.



	2005	2006	2007	2008	2009	2010	2011	2012	2013
Assumed	7.5	7.3	7.1	7.0	7.0	7.0	7.0	7.0	7.0
Non-Dedicated Market	6.5	13.0	5.7	-25.2	12.6	14.9	5.4	13.1	15.3
Non-Dedicated Actuarial	6.0	8.3	10.4	-8.7	11.4	11.4	4.3	5.7	7.3

F. Funded Status

An important indicator of the Plan's funded status is the ratio of the Plan's *market value of assets* to the Plan's liability for all benefits earned to date, called the actuarial accrued liability. For purposes of determining the Plan's zone status under the PPA, the Plan's *actuarial value of assets* is compared with this liability measurement. Below is a chart showing a historical comparison of these measurements



	2006	2007	2008	2009	2010	2011	2012	2013	2014
Market Funded	97.0%	102.0%	99.9%	74.4%	77.5%	81.6%	81.1%	85.3%	90.0%
Actuarial (PPA) Funded	93.8%	95.8%	97.1%	85.1%	88.8%	92.0%	90.4%	90.1%	90.7%

Below is a table that details the relevant information for the past several valuations.

January 1,	Actuarial Accrued Liability (In Thousands)				Market Value Funded %	Actuarial Value (PPA) Funded %
	Retirees & Beneficiaries	Vested Inactive	Active	Total		
2014	$22,111,382	$4,422,913	$12,581,733	$39,116,028	90.0%	90.7%
2013	20,981,370	4,465,074	12,419,003	37,865,447	85.3	90.1
2012	20,394,735	4,247,924	12,204,678	36,847,337	81.1	90.4
2011	19,775,329	4,194,890	11,759,007	35,729,226	81.6	92.0
2010	18,908,791	4,136,105	11,369,662	34,414,558	77.5	88.8

The **annual funding notice** to participants must be distributed within 120 days of the end of the plan year and will include the actuarial (PPA) funded percentage for 2012, 2013, and 2014, as shown above.

G. Contribution Requirements

Actuarial Accrued Liability

For computing ERISA minimum and maximum funding requirements, the actuarial cost method takes into account benefits that are earned to date. The resulting liability is called the actuarial accrued liability, and is compared with the actuarial value of assets, as shown below.

(In Thousands)			
January 1,	Actuarial Accrued Liability	Actuarial Value of Assets	Unfunded Actuarial Accrued Liability
2014	$39,116,028	$35,478,550	$3,637,478
2013	37,865,447	34,132,485	3,732,962
2012	36,847,337	33,310,140	3,537,197

Development of Minimum Required Contribution and Credit Balance

The plan's minimum required contribution consists of two components:

- Gross normal cost, which includes the cost of benefits allocated to the next plan year and administrative expenses expected to be paid in the next plan year.
- Amortization payments to the unfunded actuarial accrued liability.

If contributions do not meet these costs, the plan's credit balance, which was created by contributions in excess of minimum required contributions in past years, may be used to offset the costs. The table below summarizes the plan's contribution requirements, actual contributions, and credit balance over the last several years.

(In Thousands)						
December 31,	Normal Cost	Net Amortization Payment	Annual Cost, Beginning of Year	Contribution To Maintain Credit Balance	Actual Contribution	Credit Balance, End of Year
2014	$798,458	$596,184	$1,394,642	$1,276,363	$1,401,000[1]	$2,566,788
2013	767,700	600,481	1,368,181	1,260,413	1,431,091	2,446,164
2012	744,736	562,808	1,307,544	1,208,316	1,367,269	2,277,520
2011	515,637	756,114	1,271,751	1,180,723	1,322,549	2,120,933
2010	509,031	813,135	1,322,166	1,235,223	1,276,476	1,981,792

[1] Expected based on information from the Administrative Office.

H. Amortization Period

The Plan's amortization period is a measure of the long-term financial solvency of the Plan. The amortization period is the number of years it takes a level excess of anticipated employer contributions over the normal cost and administrative expenses to pay off the unfunded actuarial liability or funding shortfall. The unfunded actuarial liability is the difference between the actuarial liability and the actuarial value of assets. The funding shortfall is the difference between the actuarial liability and the market value of assets.

PPA requires plans to amortize changes in the unfunded actuarial liability (i.e. annual experience gains and losses, changes in assumptions and plan amendments) over a 15-year period. The average amortization period at any point in time under PPA is about 10 years. Therefore, based on the unfunded actuarial liability, an amortization period of less than 10 years is desired.

Amortization Period		
	January 1, 2013	**January 1, 2014**
Unfunded Actuarial Liability (UAL)	$3,732,962	$3,637,478
Expected Employer Contributions	1,375,000	1,401,000
Normal Cost plus Expenses (payable monthly)	796,206	828,106
Excess Contributions	578,794	572,894
Years to Amortize UAL	8.7	8.3
Funding Shortfall on a Market Value basis	5,555,580	3,923,014
Years to Amortize Market Funding Shortfall	15.6	9.2

I. Unfunded Vested Benefit Liability

Withdrawing employers are assessed a portion of the Plan's unfunded vested benefit liability for withdrawal liability, which is determined by subtracting the plan's assets for withdrawal liability purposes (calculated in Exhibit 3.5) from the liability for all *vested* benefits earned to date. The assets for withdrawal liability are identical to the actuarial value of assets except that the 2008 investment loss is recognized over five years rather than 10 years. The table below summarizes this information for the past several years.

	(In Thousands)		
December 31,	Present Value of Vested Benefits	Assets For Withdrawal Liability	Unfunded Vested Benefit Liability
2013	$37,280,381	$32,019,915	$5,260,466
2012	36,108,886	29,809,192	6,299,694
2011	34,993,567	29,851,506	5,142,061
2010	33,829,110	30,287,014	3,542,096
2009	32,508,569	30,568,505	1,940,064

J. Zone Status

Zone Status

The following chart shows the Plan's Zone Status that was reported in the Actuarial Certification since PPA became effective beginning in 2008.

Plan Year Beginning January 1,	Zone Status
2014	Green
2013	Green
2012	Green
2011	Green
2010	Green
2009	Green
2008	Green

As shown above, the Plan is neither endangered nor critical for the plan year beginning January 1, 2014.

Benefit Restrictions

Because the Trustees elected funding relief under the Pension Relief Act of 2010, the Plan is subject to certain restrictions on Plan amendments increasing benefits. In general, such a plan amendment cannot go into effect unless the plan actuary certifies that the increase is paid for out of additional contributions that were not allocated to the plan at the end of the prior plan year. Unless the Trustees choose to "opt out" of future relief under the Pension Relief Act of 2010, this restriction will remain in place through December 31, 2016.

K. Plan Experience

Initial Observations

We note the following comparisons from last year's valuation:

- Employer contributions in 2013 (exclusive of withdrawal liability payments) increased by 3.8% to $1.41 billion in 2013 from $1.36 billion in 2012.
- Benefit payments increased by 3.8% to $2.46 billion in 2013 from $2.37 billion in 2012.
- Administrative expenses in 2013 amounted to 6.1% of total employer contributions, same as previous year.
- The net assets available for plan benefits on a market value basis increased to $2.9 billion in 2013, from $2.4 billion for the previous year.

Impact of Plan Experience during Prior Plan Year

Actuarial gains are produced from more favorable experience than assumed in the previous valuation. On the other hand, actuarial losses are produced from experience less favorable than assumed. The most important of these gains and losses are shown below and described in the paragraphs that follow.

Investment Return

The estimated investment return on the net market value of assets was approximately 12.6% for 2013. The corresponding returns for 2012 and 2011 were 11.9% and 6.3% respectively.

The estimated market value investment return for 2013 on non-dedicated assets was about 15.3%, resulting in an approximate $2.3 billion gain over the assumed net investment return of 7.0%. In the same year, the net investment return on the actuarial value of non-dedicated assets was approximately 7.7%, resulting in an approximate $196 million gain. The investment return on the actuarial value of non-dedicated assets trails the investment return on the market value of non-dedicated assets because of the smoothing of investment gains and losses. Due to the election of PRA 2010 relief, the 2008 investment loss continues to be recognized at about $865 million annually (over ten years) while other non-dedicated investment gains and losses are smoothed over five years. The last portion of the 2008 investment loss will be fully recognized by January 1, 2018.

The investment return on the actuarial value of total assets was estimated to be 7.3%. This resulted in an actuarial gain of about $190 million, slightly lower than the gain on the non-dedicated assets due to small losses on the dedications which are held at either book value or amortized cost.

Demographic Experience

The gains and losses due to all non-investment experience during 2013 were approximately 0.82% of the Plan's Actuarial Accrued Liability, or approximately $321 million. The chart below identifies the major components of the demographic gains and losses experienced during 2013.

System Change

We estimated that the change to the Milliman valuation system from the McGinn valuation system increased the Plan's liabilities by about $47 million, or about 12 basis point of the Plan's total actuarial present value of accrued benefits. This will be treated as an experience loss because it is well within the IRS threshold to use the automatic change in valuation systems to allow such treatment.

Change in Contribution Rates

Various bargaining parties negotiated increases in contribution rates which, due to the plan's benefit formula, increase benefits earned during 2013. We estimated that the increase in the Plan's liabilities was about $16 million. Generally, the increase in liability is offset by the change in contributions resulting from these rate increases.

The following is a summary of the remaining major demographic gains and losses.

Demographic Losses

A significant source of demographic loss emerged on continuing active participants because they earned larger benefits during 2013 than expected under the current assumptions. Also actual new entrants displayed different demographic characteristics than what was expected, and likely earned larger benefits than expected under the new entrant assumption. We note that some or all of the loss is offset by an increase in contributions due to these increased hours and the impact on the unfunded actuarial liability is mitigated.

Another meaningful source of demographic loss was disability retirement from inactive status. A number of individuals who were classified as vested terminated participants as of January 1, 2013 met the eligibility requirements for disability retirement and started disability benefits during 2013. In general, they receive a larger benefit than expected and commence that benefit immediately. Under the current assumption they are expected to retire later with a smaller early retirement benefit. This loss is mitigated somewhat because disability mortality is less favorable than healthy life mortality.

Another source of demographic loss was termination from active status. During 2013, individuals covered under PEER were not terminating as quickly as suggested by the current assumption. Individuals who did not have PEER were actually leaving employment in slightly greater numbers than expected.

There were losses on retirees and beneficiaries in pay status. Retirees who returned to work and earned additional benefits produce an actuarial loss as they were expected to remain retired. Also, some alternate payees commenced benefits at different times than the associated participants; either earlier than the participant or later than the participant retirement date.

Demographic Gains

The largest source of demographic gain was from retirement from active status and inactive status. Individuals chose to work and / or delay retirement when compared with the current assumptions. The gain from retirement was not completely unexpected as the Plan's retirement experience over the near term suggests that the actual number of retirements has been much lower than expected. However, we note that the number of new retirees has increased over the previous year, so this trend might be slowing down.

Comments

The overall loss is not very large indicating that, in the aggregate, the current assumptions produced reasonable results. However, given the experience detailed above, we will review the following assumptions for possible changes in future valuations:

- Retirement from inactive status
- Retirement from active status
- Termination from active status
- Postretirement and Preretirement Mortality
- Future hours worked per year by active participants
- New entrant cohort demographics

SECTION 2
Introduction

The purpose of this actuarial valuation of the Western Conference of Teamsters Pension Plan is to review last year's activity, compute this year's cost, and test the Plan's funded status. Specifically:

- In Section 3, we summarize the Plan's trust fund activity and measure its investment return.
- In Section 4, we evaluate the Plan's contribution requirements, determine the appropriate charges and credits to the ERISA minimum Funding Standard Account for the plan year ending December 31, 2013, and estimate the credit balance at the end of this year. We also calculate the maximum tax-deductible contribution for the plan year ending December 31, 2013, and the Amortization Period as of January 1, 2014.
- In Section 5, we test the Plan's funded status by comparing the market value of assets to the actuarial present value of accumulated plan benefits, computed in accordance with FASB ASC Topic 960. We also summarize the Plan's Present Value of Vested Benefits in Exhibit 5.3 and calculate the Plan's Unfunded Vested Benefit Liability for withdrawal liability purposes.
- In Section 6, we compare the significant results of this valuation with those of the last nine valuations, and provide a 20-year projection of the Plan's expected benefit payments. Exhibit 6.3 includes a summary of contribution rates and benefit improvements since Plan inception.

The appendices present a summary of the Plan, participant statistics (active, retired, inactive vested), a description of the unit credit cost method, and a summary of our actuarial assumptions.

SECTION 3
Trust Fund Activity

In this section, we show the present status of the Plan's trust fund, trust activity over the past year, and historical investment return.

Exhibit 3.1 lists the types of assets held and their market value.

Exhibit 3.2 summarizes the fund's activity during the past year.

Exhibit 3.3 summaries the fund's market value of assets, split by dedicated assets and non-dedicated assets.

Exhibit 3.4 summarizes the fund's investment return, net of investment-related expenses. The exhibit displays annual rates of return at market value on all assets and non-dedicated assets for each of the last 20 years. For the plan year ended December 31, 2013, the assets of the fund experienced a 12.59% investment return, net of investment-related expenses, when measured at market value. The non-dedicated assets experienced a 15.25% investment return, net of investment expenses for the plan year ending December 31, 2013. This should be compared with our assumed rate of 7.00% net of investment expenses.

Operation of the Actuarial Asset Valuation Method for Non-Dedicated Assets presents the recognition of investment gains and losses on a market value basis over actuarial expectation.

Exhibit 3.5 develops the actuarial value of assets as of December 31, 2013 and reflects 10-year smoothing of the 2008 net investment loss, as elected under the Pension Relief Act of 2010. The pattern of gain and loss recognition as shown in previous valuation reports is shown following Exhibit 3.5.

Exhibit 3.6 develops the assets as of December 31, 2013 for the purpose of determining employer liability upon withdrawal from the Plan during 2014. The 2008 net investment loss is not reflected.

Exhibit 3.7 presents the progress of the fund balance for the past several years in terms of employer contributions, benefit payments, operating expenses, other income and net investment income.

Exhibit 3.1

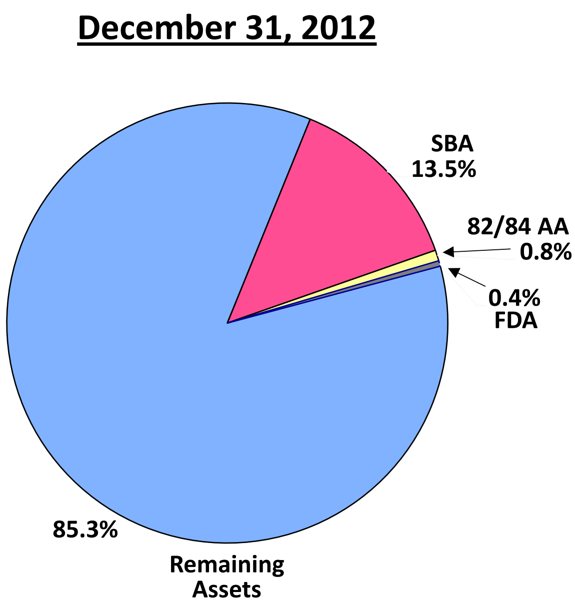
Market Value of Assets
(December 31, 2013 and 2012)

Assets	2013	2012
Investments – at fair value		
U.S. Government and Government Agency obligations	$395,849,615	$1,675,159,720
Corporate debt securities	1,723,808,337	2,206,187,935
Equity Securities	3,308,994,113	1,935,480,549
Insurance company contracts	8,256,828,951	8,934,109,377
Common/commingled trusts	10,817,238,666	8,916,422,823
Real estate	993,806,270	920,226,506
Limited partnerships	4,067,077,866	3,270,615,085
Other private equity	621,308,111	548,885,836
103-12 investment entities	1,072,285,380	1,127,626,754
Foreign debt securities	70,307,875	167,200,205
Mutual fund	304,713,926	-
Cash and cash equivalents	1,519,155,106	1,442,878,907
	33,151,374,216	31,144,793,697
Securities on loan		
U.S. Government and Government Agency obligations	146,074,603	299,168,808
Corporate debt securities	32,243,098	15,742,347
Equity Securities	448,494,361	41,577,442
Insurance company contracts	2,634,463,135	2,554,772,342
	3,261,275,197	2,911,260,939
Fair value of collateral held for securities on loan	3,237,452,055	2,853,529,459
Total investments	39,650,101,468	36,909,584,095
Receivables		
Contributions due from employers – net	104,785,882	99,177,191
Accrued investment income	51,132,949	72,624,694
Swaps receivable for counterparties	8,317,646	473,007,776
Forward foreign currency contracts	9,535,144	5,889,643
Due from broker for securities sold	187,515,848	558,281,130
Total receivables	361,287,469	1,208,980,434
Other Assets	6,567,117	9,191,417
Cash	4,901,812	5,028,240
Total assets	40,022,857,866	38,132,784,186
Liabilities and Net Assets		
Liabilities	26,369,807	29,333,029
Accounts payable and accrued expenses	552,030,640	990,805,048
Due to broker for securities purchased	895,139,185	1,327,324,712
Securities sold, not yet purchased	5,409,460	471,550,214
Swaps payable to counterparties	9,557,683	5,863,854
Forward foreign currency contracts	3,341,337,528	2,974,900,924
Liability to return collateral held for securities on loan	4,829,844,303	5,799,677,781
Total liabilities		
Net Assets Available For Benefits	$35,193,013,563	$32,333,106,405*

*23.2 million higher than used in prior valuation.

Exhibit 3.1
(Continued)

(In Thousands)		
	Year Ending December 31, 2012	Year Ending December 31, 2013
a. Fixed Dollar Account (Including Supplemental Bond Account)	$134,564	$121,313
b. 1982/1984 Annuity Account	$250,278	$68,127
c. Strategic Bond Account	$4,349,901	$3,833,377
d. All Remaining Assets	$27,575,124	$31,170,197
e. Net Assets Available for Plan Benefits	$32,309,867	$35,193,014



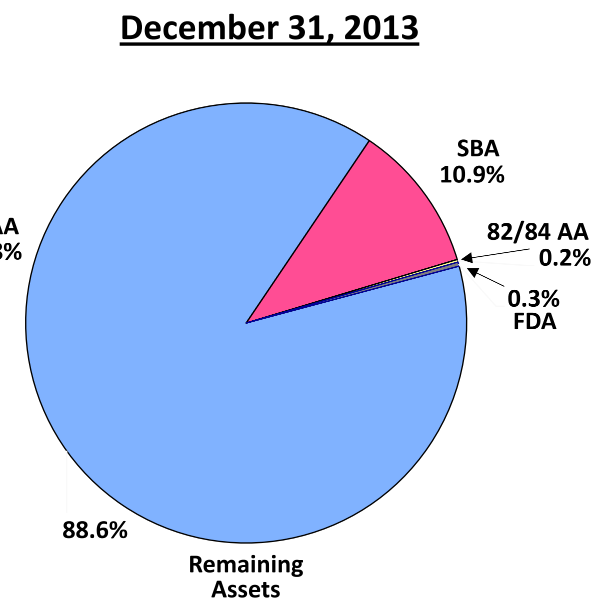


Exhibit 3.2

Receipts and Disbursements
(Year Ended December 31, 2013 and 2012)

	2013	2012
ADDITIONS		
Investment income		
Interest, dividends and other investment income	$778,421,426	$766,269,577
Net appreciation in fair value of investments	3,364,006,786	2,827,881,149
Net appreciation in fair value of collateral held for securities on loan	17,485,992	69,616,825
	4,159,914,204	3,663,767,551
Less investment expenses	(187,685,033)	(154,900,899)
Investment income – net	3,972,229,171	3,508,866,652
Employer contributions	1,431,090,793	1,367,269,396
Other income	2,181,034	1,838,363
Total additions	5,405,500,998	4,877,974,411
DEDUCTIONS		
Pension benefits	2,458,053,284	2,367,599,798
Administrative expenses	87,540,556	83,759,221
Total deductions	2,545,593,840	2,451,359,019
NET CHANGE	2,859,907,158	2,426,615,392
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	32,333,106,405	29,906,491,013
End of year	$35,193,013,563	$32,333,106,405

Exhibit 3.3

Investment Return

Market Value of Assets Annual Rate of Investment Return					
Annual Rate for One-Year Period			Average Annual Rate for Period Ending December 31, 2013		
Plan Year Ending December 31,	All Assets	Non-Dedicated Assets	Period	All Assets	Non-Dedicated Assets
2013	12.59%	15.25%	1	12.59%	15.25%
2012	11.93%	13.15%	2	12.26%	14.19%
2011	6.26%	5.35%	3	10.22%	11.17%
2010	13.53%	14.87%	4	11.04%	12.08%
2009	10.96%	12.60%	5	11.02%	12.18%
2008	-20.58%	-25.23%	6	5.00%	4.85%
2007	5.41%	5.67%	7	5.05%	4.97%
2006	10.61%	12.98%	8	5.73%	5.94%
2005	6.05%	6.55%	9	5.77%	6.00%
2004	9.49%	10.22%	10	6.13%	6.42%
2003	16.33%	20.76%	11	7.02%	7.65%
2002	-2.29%	-7.56%	12	6.21%	6.29%
2001	2.05%	0.89%	13	5.89%	5.87%
2000	3.35%	0.46%	14	5.71%	5.47%
1999	8.08%	14.06%	15	5.86%	6.02%
1998	14.86%	16.28%	16	6.40%	6.64%
1997	19.22%	23.21%	17	7.12%	7.55%
1996	9.11%	15.69%	18	7.23%	7.98%
1995	26.98%	27.50%	19	8.19%	8.93%
1994	-2.63%	-0.17%	20	7.62%	8.46%

All rates reflect total investment return, net of investment-related expenses.

Exhibit 3.4

Actuarial Value of Assets
(January 1, 2014)

Non-Dedicated Asset Reconciliation
(In Thousands)

Year	(1) Market Value of Assets beginning of year	(2) Contributions	(3) Benefit Payments	(4) Operating Expenses	(5) Other Transactions	(6) Cash Flow (2)-(3)-(4)+(5)	(7) Actual Investment Income	(8) Market Value of Assets End of Year (1)+(6)+(7)
2013	$27,575,124	$1,431,091	$2,079,846	$ 87,541	169,439	$(566,857)	$ 4,161,930	$31,170,197
2012	25,024,396	1,367,269	1,972,420	83,759	(5,047)	(693,957)	3,244,685	27,575,124
2011	24,252,606	1,322,549	1,893,208	83,757	141,717	(512,699)	1,284,489	25,024,396
2010	21,809,742	1,276,476	1,804,405	84,716	(131,516)	(744,166)	3,187,025	24,252,606

Actuarial Value of Non-Dedicated Assets
(In Thousands)

Year	Actual Investment Rate of Return*	Actual Investment Return*	Expected Investment Return	Difference between Actual and Expected
2013	15.25%	$ 4,161,930	$ 1,904,668	$ 2,257,262
2012	13.15%	3,244,685	1,727,419	1,517,265
2011	5.35%	1,284,489	1,679,738	(395,250)
2010	14.87%	3,187,025	1,500,636	1,686,388

Market Value of Non-Dedicated Assets on January 1, 2014	$ 31,170,197
Subtract 80% of $2,257,262 gain	(1,805,810)
Subtract 60% of $1,517,265 gain	(910,359)
Add back 40% of $395,250 loss	158,100
Subtract 20% of $1,686,388 gain	(337,278)
Add back 40% of 2008 investment loss of $8,646,585**	3,458,634
Actuarial Value of Non-Dedicated Assets on January 1, 2014	$ 31,733,485
Actuarial Value of Dedicated Funds: FDA, 82/84AA, SBA (see Appendix C)	3,745,065
Preliminary Actuarial Value of Assets on January 1, 2014	$ 35,478,550
Preliminary Actuarial Value as a Percentage of Market Value	101%
Actuarial Value of Assets (limited to 80%-120% of Market Value)	$ 35,478,550

* Based on market values.
** Investment loss for 2008 is recognized over 10 years as elected under the Pension Relief Act of 2010.

WESTERN CONFERENCE OF TEAMSTERS PENSION PLAN
1/1/2014 VALUATION

OPERATION OF THE ACTUARIAL ASSET VALUATION METHOD FOR NON-DEDICATED ASSETS (in 000s)

Investment Gain / (Loss) Recongized as of January 1, 2014

	Investment Gain / (Loss) Market over Actuarially Expected	Investment Gain / (Loss) Recognition in Past Years				Investment Gain / (Loss) Recognized in Current Year	Investment Gain / (Loss) Recognized in Future Years				
Year		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
2008	($8,646,585)	($864,659)	($864,659)	($864,659)	($864,659)	($864,659)	($864,659)	($864,659)	($864,659)	($864,659)	
2009	$1,098,417	$219,683	$219,683	$219,683	$219,683	$219,683					
2010	$1,686,388		$337,278	$337,278	$337,278	$337,278	$337,278				
2011	($395,250)			($79,050)	($79,050)	($79,050)	($79,050)	($79,050)			
2012	$1,517,265				$303,453	$303,453	$303,453	$303,453	$303,453		
2013	$2,257,262					$451,452	$451,452	$451,452	$451,452	$451,452	
Net Gains / (Losses) Recognized by Year						$368,158	$148,475	($188,803)	($109,753)	($413,206)	$0
Interest on Prior Year Gains / (Losses)						($171,667)	($39,430)	($49,823)	($36,607)	($28,924)	$0
Additional Gains / (Losses) Recognized in Current year because of 80% - 120% Corridor						$0					
Total Gain / (Loss) Recognized by year						$196,491	$109,044	($238,626)	($146,360)	($442,131)	$0
Total Gains / (Losses) Deferred and to be Recognized in Future Years						($563,288)	($711,762)	($522,959)	($413,206)	$0	$0

Exhibit 3.5

Assets for Withdrawal Liability
(January 1, 2014)

Non-Dedicated Asset Reconciliation
(In Thousands)

Year	(1) Market Value of Assets beginning of year	(2) Contributions	(3) Benefit Payments	(4) Operating Expenses	(5) Other Transactions	(6) Cash Flow (2)-(3)-(4)+(5)	(7) Actual Investment Income	(8) Market Value of Assets End of Year (1)+(6)+(7)
2013	$27,575,124	$1,431,091	$2,079,846	$ 87,541	169,439	$(566,857)	$ 4,161,930	$31,170,197
2012	25,024,396	1,367,269	1,972,420	83,759	(5,047)	(693,957)	3,244,685	27,575,124
2011	24,252,606	1,322,549	1,893,208	83,757	141,717	(512,699)	1,284,489	25,024,396
2010	21,809,742	1,276,476	1,804,405	84,716	(131,516)	(744,166)	3,187,025	24,252,606

Actuarial Value of Non-Dedicated Assets
(In Thousands)

Year	Actual Investment Rate of Return*	Actual Investment Return*	Expected Investment Return	Difference between Actual and Expected
2013	15.25%	$ 4,161,930	$ 1,904,668	$ 2,257,262
2012	13.15%	3,244,685	1,727,419	1,517,265
2011	5.35%	1,284,489	1,679,738	(395,250)
2010	14.87%	3,187,025	1,500,636	1,686,388

Market Value of Non-Dedicated Assets on January 1, 2014	$ 31,170,197
Subtract 80% of $2,257,262 gain	(1,805,810)
Subtract 60% of $1,517,265 gain	(910,359)
Add back 40% of $395,250 loss	158,100
Subtract 20% of $1,686,388 gain	(337,278)
Actuarial Value of Non-Dedicated Assets on January 1, 2014	$ 28,274,851
Actuarial Value of Dedicated Funds: FDA, 82/84AA, SBA (See Appendix C)	3,745,065
Preliminary Actuarial Value of Non-Dedicated Assets on January 1, 2014	$ 32,019,915
Preliminary Actuarial Value as a Percentage of Market Value	91%
Actuarial Value of Assets (limited to 80%-120% of Market Value)	$ 32,019,915

* Based on market values.

Exhibit 3.6

Net Cash Flow

(In Thousands)

December 31,	Total Contributions	Operating Expenses	Benefit Payments	Net Cash Flow	Total Investment Income	Net Cash Flow + Investment Income
1994	659,307	44,244	936,992	(321,929)	(337,477)	(659,406)
1995	719,932	44,130	981,766	(305,964)	3,364,703	3,058,739
1996	764,490	43,644	1,052,921	(332,075)	1,432,608	1,100,533
1997	800,461	43,259	1,109,959	(352,757)	3,211,930	2,859,173
1998	873,273	48,964	1,174,440	(350,131)	2,892,689	2,542,558
1999	912,445	50,024	1,230,062	(367,641)	1,776,796	1,409,155
2000	981,425	52,791	1,352,093	(423,459)	784,219	360,760
2001	1,008,409	54,737	1,437,374	(483,702)	893,971	410,269
2002	1,030,563	57,454	1,557,808	(584,699)	(550,761)	(1,135,460)
2003	1,068,717	59,761	1,649,918	(640,962)	3,741,095	3,100,133
2004	1,117,378	59,232	1,746,603	(688,457)	2,466,296	1,777,839
2005	1,199,154	64,061	1,838,524	(703,431)	1,679,009	975,578
2006	1,258,898	71,638	1,919,384	(732,124)	3,045,672	2,313,548
2007	1,320,358	73,833	1,996,396	(749,871)	1,677,254	927,383
2008	1,350,530	80,375	2,059,601	(789,446)	(6,570,632)	(7,360,078)
2009	1,264,683	87,502	2,154,335	(977,154)	2,683,399	1,706,245
2010	1,276,476	84,716	2,232,529	(1,040,769)	3,537,349	2,496,580
2011	1,322,549	83,757	2,305,404	(1,066,612)	1,792,951	726,339
2012	1,367,269	83,759	2,367,600	(1,084,090)	3,502,770	2,418,680
2013	1,431,091	87,541	2,458,053	(1,114,503)	3,974,410	2,859,907
Cumulative as of 12/31/13	$21,727,408	$1,275,422	$33,561,762	($13,109,776)	$34,998,251	$21,888,475

SECTION 4
Contribution Requirements and Amortization Period

In this section, we calculate the projected ERISA minimum Funding Standard Account and the maximum tax-deductible limit under the Internal Revenue Code. Under the law, an Enrolled Actuary must calculate costs using an approved actuarial cost method and actuarial assumptions which, in combination, are his best estimate of future Plan experience. We also determine the Plan's Amortization Period which provides the Trustees an additional indication of the Plan's ability to pay all benefits expected to be paid for by the Plan. Our actuarial cost method and assumptions are fully explained in Appendices C and D; the following discussion explains only the highlights of our cost method.

The actuarial present value of projected plan benefits is made up of liabilities for benefits being paid to current retirees and their beneficiaries and of liabilities that are projected to be paid to future retirees. The chart below illustrates the allocation of the actuarial present value of projected plan benefits among these categories of participants.

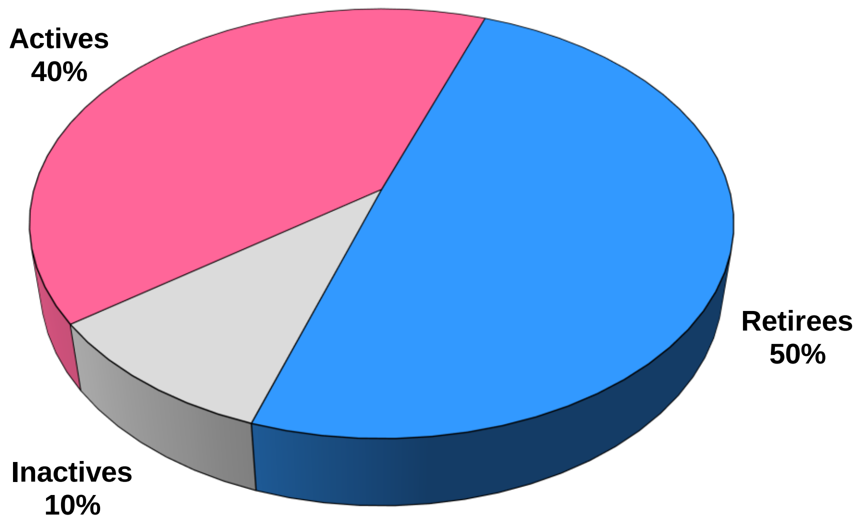


Exhibit 4.1 contains information on the actuarial balance sheet. Plan requirements consist of the actuarial present value of projected plan benefits on January 1, 2014. As seen above, 60% of the Plan's liabilities are for benefits to be paid to participants who are no longer contributing to the Plan. Plan resources consist of the actuarial value of assets and expected contributions to pay for projected future normal costs and expected future payments to eliminate the plan's unfunded actuarial liability.

Exhibit 4.2 details the changes in the value of the Plan's unfunded actuarial liability from January 1, 2013 to January 1, 2014. Unfunded accrued liability changes during the year due to benefit accruals, contributions to the Plan, and actuarial gains and losses, which arise from actual experience different from expected. Changes to Plan provisions, actuarial assumptions, or the Plan's funding method can also impact the unfunded actuarial liability.

This year's normal cost is shown in Exhibit 4.3. The normal cost is the annual cost of benefits allocated to a plan year by the cost method and includes an allowance for operating expenses expected during the plan year.

ERISA Minimum Funding Requirements

Exhibit 4.4 details the entries to the Plan's Funding Standard Account for the plan year ending December 31, 2013.

Exhibit 4.5 projects the Plan's Funding Standard Account through December 31, 2014 and provides detail on the amortization charges and credits. A positive credit balance is produced by cumulative contributions sufficient to pay normal costs and to amortize the unfunded actuarial liability faster than required.

Note that for each exhibit, we have assumed that the IRS will approve the request for change in funding method filed in December, 2012.

Maximum Deductible Contribution

Exhibit 4.6 calculates the maximum deductible contribution for the 2014 plan year. The anticipated contributions are less than the maximum deductible contribution, and are therefore expected to be fully deductible.

Amortization Period

Exhibit 4.7 displays the calculation of the period to amortize the Plan's unfunded actuarial liability using the actuarial value of assets and the market value of assets.

Exhibit 4.1

Actuarial Balance Sheet
(January 1, 2014)

Requirements
(In Thousands)

Present Value of Projected Benefits				
Retired Participants			$	22,111,383
Vested Inactive Participants				4,422,913
Active Participants				
Retirement	$	15,763,760		
Vested Withdrawal		1,488,192		
Death		301,282		
Disability		498,079		18,051,313
Total Present Value of Projected Benefits			$	44,585,609

Resources
(In Thousands)

Actuarial Value of Assets	$	35,478,550
Present Value of Future Normal Costs		5,469,581
Unfunded Actuarial Liability		3,637,478
Total	$	44,585,609

Exhibit 4.2

Analysis of Change in the Unfunded Actuarial Liability (January 1, 2014)

Expected Unfunded Actuarial Liability on January 1, 2014			**(In Thousands)**	
Unfunded Actuarial Liability as of January 1, 2013			$	3,732,962
Normal Cost, Including Expenses				767,700
Interest on the above items				315,046
Contributions				(1,431,091)
Interest on Contributions				(42,081)
Expected Unfunded Actuarial Liability as of January 1, 2014			$	3,342,536
Changes				
Assumption changes	$	33,234		
Discount rate changes on dedicated funds		119,567		
System change		46,987		
PEER Level changes		11,827		
Increase in Contribution Rates		16,029		
Demographic (Gain)/Loss		257,484		
Asset (Gain)/Loss		(190,186)		
Total				294,942
Unfunded Actuarial Liability on January 1, 2014			$	3,637,478

Exhibit 4.3

Normal Cost
(January 1, 2014)

Unit Credit Normal Cost		**(In Thousands)**	
Retirement	$ 581,442		
Vested Withdrawal	90,375		
Death	10,935		
Disability	22,047	$	704,799
New Entrant Adjustment			9,774
Expenses ($87,000,000 Payable Mid-Year)			83,885
Total Normal Cost (Beginning of Year)		$	798,458

Exhibit 4.4

Funding Standard Account
(Year Ending December 31, 2013)

Charges to Funding Standard Account		(In Thousands)
Prior Year Fund Deficiency, if any	$	0
Normal Cost for Year		767,700
Amortization Charges		958,465
Interest on Fund Deficiency, Normal Cost, and Amortization Charges		120,832
Total Charges	$	1,846,997
Credits to Funding Standard Account		
Prior Year Credit Balance, if any	$	2,277,520
Expected Employer Contributions		1,431,091
Amortization Credits		357,984
Interest on Credit Balance, Amortization Credits, and Contributions		226,566
Total Credits	$	4,293,161
Balance		
Projected Credit Balance, if any	$	2,446,164

Exhibit 4.5

Projected Funding Standard Account
(Year Ending December 31, 2014)

		(In Thousands)
Charges to Funding Standard Account		
Prior Year Fund Deficiency, if any	$	0
Normal Cost for Year		798,458
Amortization Charges*		1,108,666
Interest on Fund Deficiency, Normal Cost, and Amortization Charges		133,499
Total Charges	$	2,040,623
Credits to Funding Standard Account		
Prior Year Credit Balance, if any	$	2,446,164
Expected Employer Contributions**		1,401,000
Amortization Credits*		512,482
Interest on Credit Balance, Amortization Credits, and Contributions		247,765
Total Credits	$	4,607,411
Balance		
Projected Credit Balance, if any	$	2,566,788
Minimum Required Contribution	$	-

* *See table on the following page for detail.*

** *Estimated using anticipated contributions of $1.4 billion paid during 2014.*

Amortization Bases (In Thousands)

The following table depicts the various entries used to establish the year-by-year charges and credits with respect to the Funding Standard Account.

(In Thousands)					
	Year Established	Original Balance	1/1/2014 Balance	Years Remaining	Amortization Payment
Charges					
Original Offset Base	2011	$7,051,080	$6,036,859	10.9	$756,126
Assumption Changes	2012	$129,823	$119,130	13.0	$13,322
PEER Changes	2012	$12,996	$11,924	13.0	$1,333
Plan Change - Annuitized Extra Check	2012	$17,668	$16,213	13.0	$1,813
2008 Net Investment Loss	2012	$467,560	$453,467	24.0	$36,951
All Other Experience Loss	2012	$650,006	$596,463	13.0	$66,698
Assumption Changes	2013	$101,790	$97,739	14.0	$10,445
PEER Changes	2013	$14,938	$14,343	14.0	$1,533
2008 Net Investment Loss	2013	$875,912	$862,064	24.0	$70,245
Assumption Changes	2014	$152,801	$152,801	15.0	$15,679
PEER Changes	2014	$11,827	$11,827	15.0	$1,214
2008 Net Investment Loss	2014	$1,635,968	$1,635,968	24.0	$133,307
Total Charges		$11,122,369	$10,008,798		$1,108,666
Credits					
Funding Method Credit	2012	$2,355,538	$2,002,628	8.0	$313,435
Experience Gain	2013	$434,151	$416,874	14.0	$44,549
Experience Gain	2014	$1,505,654	$1,505,654	15.0	$154,498
Total Credits		$4,295,343	$3,925,156		$512,482

Exhibit 4.6

Maximum Tax-Deductible Contribution
(Plan Year Ending December 31, 2014)

1. Ten Year Amortization Limitation: (IRC Section 404(a)(1)(A)(iii))		**(In Thousands)**		
Normal Cost	$	798,458		
Amortization of Unfunded Actuarial Liability		484,014		
Interest		89,773	$	1,372,245
2. Full Funding Limitation: (IRC Section 412(c)(7)(A)(i))				
Actuarial Liability at Beginning of Year	$	39,116,028		
Unit Credit Normal Cost, including expenses, at Beginning of Year		798,458		
Test Value of Assets, at Beginning of Year		32,746,850		
Interest		501,734	$	7,669,370
3. Unfunded Current Liability				
90% of RPA Current Liability, at End of Year	$	55,965,271		
Actuarial Value of Assets Projected to End of Year		35,034,884	$	20,930,387
4. Unfunded Current Liability Limitation: (IRC Section 404(a)(1)(D))				
140% of Current Liability at Year End	$	87,057,088		
Actuarial Value of Assets at Year End		35,430,453		
Unfunded Current Liability			$	51,626,635
5. Maximum Tax-Deductible Contribution Lesser of (1) or (2), but not less than (3) or (4)			$	51,626,635

There are alternative calculations of the Maximum Deductible Contribution under IRC Section 404 that may produce a different amount than illustrated above. Please consult your tax advisors regarding the deductibility of cash contributions.

Exhibit 4.6
(Continued)

The current liability defined under IRC Section 404(a)(1)(D) is developed in the following table. Current liability is determined using a 3.64% interest assumption and mortality as specified by the IRS. The 3.64% interest assumption is within the required corridor of the weighted average of 30-Year Treasury Bond Rates published by the IRS.

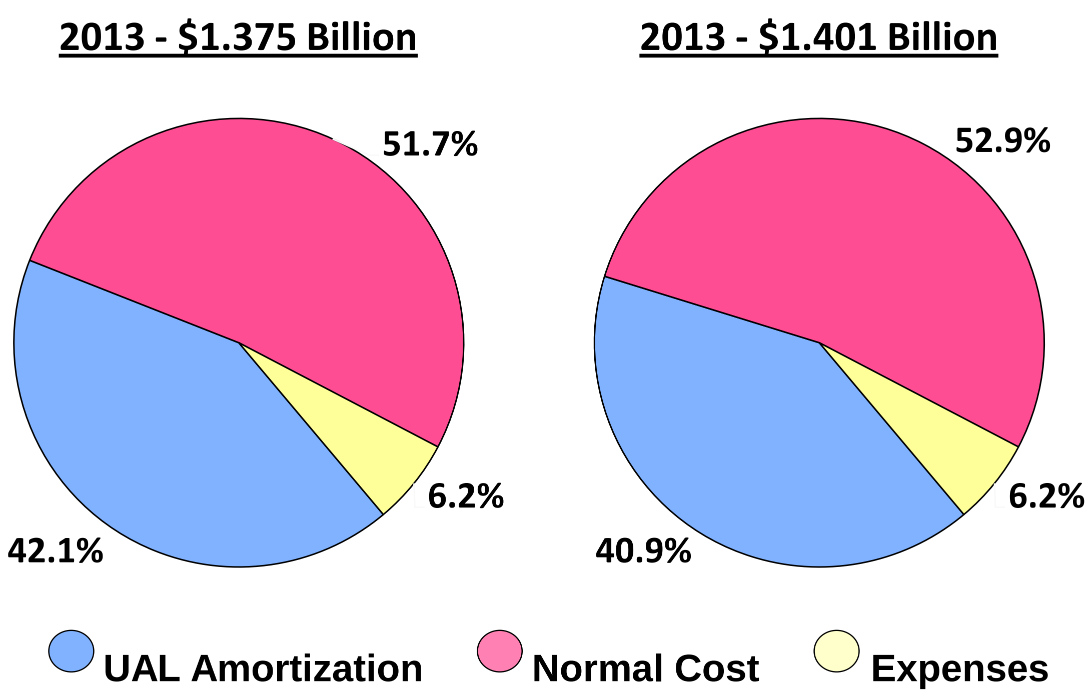
Current Liability, Beginning of Year		
Retirees	$	30,004,438
Vested Inactive Participants		8,149,973
Active Participants		23,083,714
Total	$	61,238,125
Changes Expected During 2014 Plan Year		
Accrual of Benefits	$	1,250,026
Expected Benefit Payments		2,532,986
Interest		2,228,469
Total	$	945,509
Current Liability, End of Year	$	62,183,634

The amortization limitation required by IRC Section 404(a)(1)(A)(iii) is based on a 10-year level dollar amortization of the Unfunded Actuarial Liability of $3,637,478.

Exhibit 4.7
Amortization Period

Exhibit 4.7 calculates the amortization period as of January 1, 2014 and shows the previous year's calculation.

(In Thousands)			
		Unit Credit	
		January 1, 2013	January 1, 2014
a.	Estimated Employer Contributions	$1,375,000	$1,401,000
b.	Expenses	$85,000	$87,000
c.	Normal Cost (payable monthly)	$711,206	$741,106
d.	Estimated Employer Contrubtion to Amortize Unfunded Actuarial Liability (a.-b.-c.)	$578,794	$572,894
e.	Unfunded Actuarial Liability	$3,732,962	$3,637,478
f.	Amortization Period	8.7 years	8.3 years
g.	Estimated Period to Amortize the Unfunded Actuarial Liability using Market Value of Assets	15.6 years	9.2 years



SECTION 5
Funded Status

In this section, we provide the Plan's funded status by comparing the Fund's Market Value of Assets with the Actuarial Present Value of Accumulated Plan Benefits and the Plan's Present Value of Vested Benefits under FASB ASC Topic 960. As shown on Exhibit 5.1, the Market Value of the Plan's Assets is less than the Present Value of Accumulated Plan Benefits as of January 1, 2014. Exhibit 5.2 shows the change in the Present Value of Accumulated Plan Benefits from January 1, 2013 to January 1, 2014.

Exhibit 5.3 shows the Plan's Unfunded Vested Benefits Liability for purposes of determining withdrawal liability. As of December 31, 2013, the Assets for Withdrawal Liability are less than the Present Value of Vested Benefits. This determination will impact withdrawal liability calculations for employers withdrawing from the Plan during the 2014 plan year.

Exhibit 5.1

Statement of Actuarial Present Value of Accumulated Plan Benefits

(In Thousands)

	FASB ASC Topic 960	
	January 1, 2013	**January 1, 2014**
Vested Benefits		
Retirees & Beneficiaries	$ 20,973,585	$ 22,103,238
Vested Inactive Participants	4,464,195	4,422,913
Active Participants	10,671,106	10,754,230
Total	$ 36,108,886	$ 37,280,381
Non-Vested Benefits		
Active and Other Non-Vested Benefits	1,756,561	1,835,647
Total	$ 1,756,561	$ 1,835,647
Actuarial Present Value of Accumulated Plan Benefits	$ 37,865,447	$ 39,116,028
Assets		
Market Value of Assets (MV)	$ 32,309,867	$ 35,193,014
Actuarial Value of Assets (AV)	$ 34,132,485	$ 35,478,550
Funding Ratios		
Ratio of MV to Present Value of Vested Benefits	89.5%	94.4%
Ratio of MV to Present Value of Accumulated Plan Benefits	85.3%	90.0%
PPA Funding Ratio		
Ratio of AV to Present Value of Accumulated Plan Benefits	90.1%	90.7%

Exhibit 5.2

Statement of Changes in Actuarial Present Value of Accumulated Plan Benefits

(In Thousands)

Value as of December 31, 2012	$37,865,447
Changes	
Benefits Accumulated	685,743
Actuarial (Gain)/Loss	320,670
Plan Amendments	0
Interest	2,549,420
Benefit Payments	(2,458,053)
Assumption Changes	152,801
Net Change	$1,250,581
Value as of December 31, 2013	$39,116,028

Exhibit 5.3

Unfunded Vested Benefit Liability
(In Thousands)

	As of December 31, 2012	As of December 31, 2013
Actuarial Present Value of Vested Benefits		
Active Participants	$ 10,671,106	$ 10,754,230
Vested Inactive Participants	4,464,195	4,422,913
Retirees & Beneficiaries	20,973,585	22,103,238
Total	$ 36,108,886	$ 37,280,381
UVBL Asset Value*	29,809,192	32,019,915
Unfunded Vested Benefit Liability	$ 6,299,694	$ 5,260,466
Excess of the Actuarial Value of Assets over the Vested Benefit Liability	NA	NA
Percentage Funded	82.6%	85.9%

*The UVBL Asset Values were determined without regard to the Pension Relief Act election previously mentioned – i.e., for this calculation, five-year smoothing was used for all market value gains and losses.

SECTION 6
History and Projections

Exhibit 6.1 shows ten years of the more important Plan statistics.

- **Participant Statistics.:** Changes, if any, in the active and inactive participants' characteristics over time can cause significant changes in costs.
- **Investment Return.** Investment return often represents the largest source of actuarial gain or loss.
- **Funded Status.**

Exhibit 6.2 provides a projection of benefit payments over the next 20 years. This can be useful for the investment manager in planning future liquidity requirements.

Exhibit 6.3 provides a summary of contribution rates and benefits in effect since Plan inception.

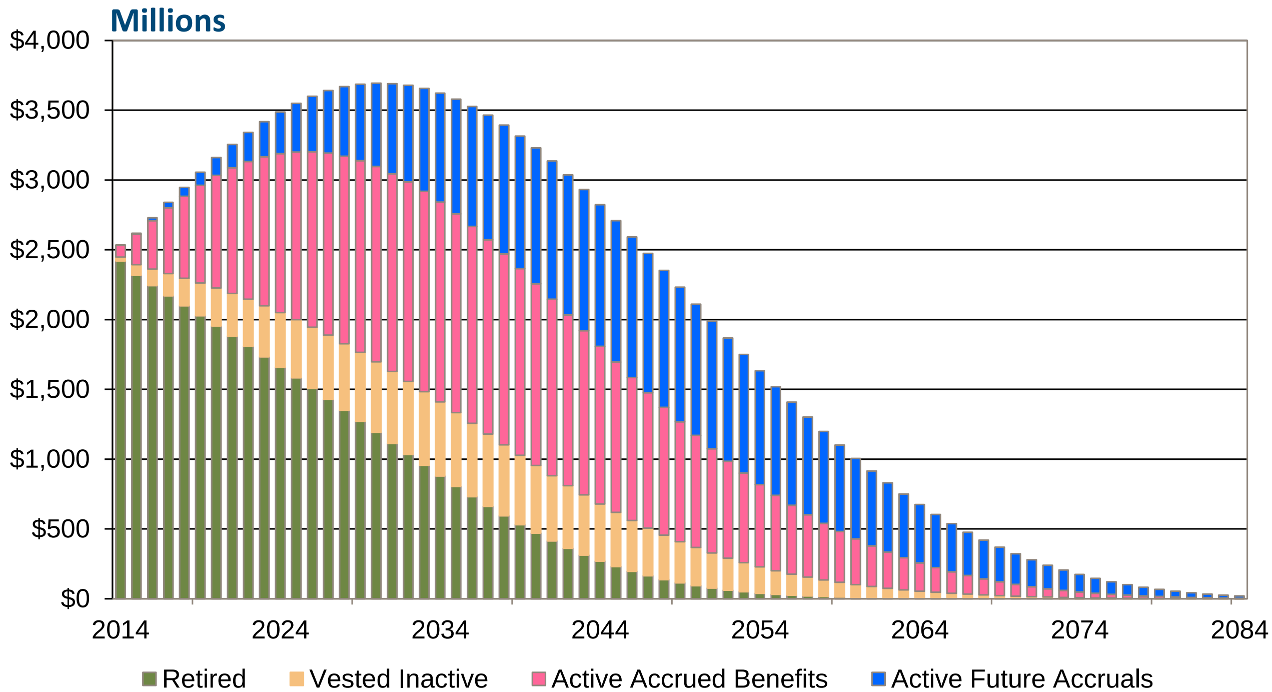
Exhibit 6.1

Historical Statistics
(Dollars in Thousands)

	January 1, 2010	January 1, 2011	January 1, 2012	January 1, 2013	January 1, 2014
Actuarial Present Value of Accumulated Plan Benefits					
Vested Benefits					
Retirees	$ 18,,870,847	$ 19,747,735	$ 20,386,683	$ 20,973,585	$ 22,103,238
Inactives	4,135,149	4,194,021	4,247,074	4,464,195	4,422,913
Actives	9,502,573	9,887,354	10,359,810	10,671,106	10,754,230
Total	$ 32,508,569	$ 33,829,110	$ 34,993,567	$ 36,108,886	$ 37,280,381
Non-Vested Benefits	$ 3,992,738	$ 4,121,168	$ 1,853,770	$ 1,756,561	$ 1,835,647
Accumulated Plan Benefits	$ 36,501,307	$ 37,950,278	$ 36,847,337	$ 37,865,447	$ 39,116,028
Assets					
Market Value of Fund	$ 26,668,267	$ 29,164,847	$ 29,891,186	$ 32,309,867	$ 35,193,014
Market Value Return in Prior Year	10.96%	13.53%	6.26 %	11.93%	12.59%
Actuarial Value for Funding	$ 30,734,944	$ 32,880,990	$ 33,310,140	$ 34,132,485	$ 35,478,550
Participant Statistics					
Retired Participants and Beneficiaries					
Number of Retirees and Beneficiaries	203,381	206,645	210,123	213,780	217,924
Total Annual Benefits	$ 2,154,335	$ 2,232,529	$ 2,305,404	$ 2,367,600	$ 2,458,053
Active Participants					
Number of Participants	211,700	201,740	197,900	194,080	195,620
Average Age	42.4	42.9	43.4	43.6	43.7
Average Credited Service	11.1	11.8	12.1	12.3	12.4
Vested Inactive Participants					
Number of Participants	167,720	168,240	168,080	169,020	167,940
Actuarial Assumptions					
Interest Assumption	7.00%	7.00%	7.00%	7.00%	7.00%
Expected Contributions	1,280,000	1,270,000	1,320,000	1,375,000	1,401,000
Actual Contributions	$ 1,276,476	$ 1,322,549	$ 1,367,269	$ 1,431,091	N/A

Exhibit 6.2

Projected Benefit Payouts



Detail of Total Projected Payments for Next 20 Years
(In Thousands)

Plan Year	Estimated Payout of Retirement Benefits	Plan Year	Estimated Payout of Retirement Benefits
2014	$2,534,539	2024	$3,487,361
2015	$2,618,957	2025	$3,548,728
2016	$2,729,178	2026	$3,600,190
2017	$2,839,510	2027	$3,640,025
2018	$2,946,653	2028	$3,668,208
2019	$3,055,402	2029	$3,686,211
2020	$3,160,143	2030	$3,693,704
2021	$3,253,890	2031	$3,690,008
2022	$3,340,275	2032	$3,678,093
2023	$3,417,909	2033	$3,655,213

Appendix A

Summary of the Plan

1. Active Participation

Non-Seasonal employees for whom contributions are required to be made to the Trust under the terms of a pension agreement become “Active Participants” on the day on which they first accumulate 750 covered hours in the current and immediately preceding calendar years. Seasonal employees become “Active Participants” if they satisfy one-half of the covered hour requirement of Non-Seasonal employees.

2. Monthly Pension at Normal Retirement

The monthly pension earned for service prior to 1987 is determined based on the 1986 Plan provisions as outlined in the January 1, 1986 Actuarial Report. The final five-year average contribution rate used for this determination recognizes contribution rates applicable to all 500 hour years through 1991.

For service after 1986, monthly pension benefits are earned as follows:

	Contribution Percentage	
Calendar Year	First 20 Years	After 20 Years
1987-1991	2.00%	2.65%
1992-1996	2.30%	3.05%
1997-1999	2.46%	3.26%
2000-2002	2.70%	3.58%
1/2003-6/2003	2.20%	2.92%
7/2003-2006	1.20%	1.20%
2007	1.65%	1.65%
2008	2.00%	2.65%
2009+	1.20%	1.20%

3. Past Service Credits

A participant is granted credit for the number of years and months of specified types of unbroken employment rendered prior to his or her first covered hour, subject to limits specified in the Plan.

4. Vesting Service

A Plan member earns a vesting service year for each year after 1975 during which he or she is credited with at least 500 covered hours (250 covered hours for Seasonal Plan members). For service before 1976, a Plan member is credited with a vesting service year for each year of continuous coverage under the Plan.

5. Normal Retirement Age

A participant reaches Normal Retirement Age upon the later of age 65 or an Active participant’s age on the second anniversary of his or her first covered hour.

6. Normal Pension Form

The normal form of pension for unmarried participants is a Life Only Pension. In general, married participants who do not elect otherwise receive a reduced Employee and Spouse Pension. This reduced amount is an "actuarial equivalent" of the Life Only Pension. Participants who retired under the Employee and Spouse Pension Option will have their pension restored to the amount payable under the Normal Form if the spouse dies first. In the event that the participant dies first, the amount of spouse pension is 66 2/3% of the retiree's pension for those who retired after 1991 with recent coverage; otherwise the amount of spouse pension is 50% of the retiree's pension. In both instances, the actuarial reduction factor for the Employee and Spouse Pension amount is calculated as though the spouse pension benefit would be 50% of the reduced Employee and Spouse Pension.

7. Other Pension Forms

An Optional Employee and Spouse Pension providing a 75% spouse pension is available. Participants retiring under age 65 may elect a Benefit Adjustment Option with or without the regular or Optional Employee and Spouse Pension.

8. Early Retirement Eligibility Date

In general, this date is the first day of the month coincident with or immediately following the later of the participant's 55th birthday or the date the individual becomes a vested participant. However, a participant with recent coverage may retire at any age if he or she meets the Rule of 84 (or Rule of 82 or Rule of 80) under the Program for Enhanced Early Retirement (PEER program); that is, the sum of his or her attained age plus years of contributory service is equal to or greater than 84 (or 82 or 80).

9. Monthly Pension at Early Retirement for a Participant with Recent Coverage

If a participant meets the Rule of 84 and has recent coverage, the monthly pension benefit is reduced by the sum of 0.45% for each of the first 60 months that the early retirement date precedes his or her 62nd birthday plus 0.33% for each month that the early retirement date precedes his or her 57th birthday.

If a participant has recent coverage but does not meet the Rule of 84, his or her monthly pension benefit is reduced by the sum of 0.60% for each of the first 60 months that the early retirement date precedes his or her 62nd birthday plus 0.40% for each month that the early retirement date precedes his or her 57th birthday.

10. Monthly Pension at Early Retirement for a Participant with Current PEER Coverage

If a participant meets the Rule of 84 (or Rule of 82 or Rule of 80), is a member of a bargaining unit which has negotiated PEER 84 (or PEER 82 or PEER 80) contribution surcharges, and has current PEER coverage, the early retirement benefit equals 100% of the earned pension benefits. A participant has current PEER coverage at his or her retirement effective date if the applicable PEER contributions have been paid for at least 1,000 covered hours in the 24-month period immediately preceding his or her retirement effective date.

Note: If a participant is in a category of early retirement where benefits are subsidized (as described in paragraph 1 of Item 9 or in Item 10) and accumulates 25 years of service under the Plan while so covered, then his or her subsidized early retirement benefits are "locked-in" and cannot be forfeited.

11. Disability Benefit

Upon a vested participant's total and permanent disability before age 65, the monthly benefit is the greater of (a) 85% of the earned monthly pension benefit or (b) the early retirement pension otherwise payable, provided the vested participant has met the specified recent coverage requirement on the disability onset date.

12. Vested Benefit Upon Termination of Employment

Upon termination of employment, a participant is vested in his or her accrued pension, based on past and future service credits, if he or she has completed at least 5 years of vesting service, one of which was completed during or after 1991.

A terminated vested participant may elect early commencement of the earned retirement benefit at any time on or after the Early Retirement Eligibility Date. If the participant does not have recent coverage and has not "locked-in" rights to unreduced pension benefits by having completed 25 years of Plan service before termination, the benefit is reduced by the sum of 0.60% per month for each of the first 60 months that the early retirement date precedes the participant's 65^{th} birthday plus 0.40% per month for each month that such early retirement date precedes the participant's 60^{th} birthday.

Vested participants who are not covered by the current Plan provisions may be subject to additional limitations on their benefits.

13. Extra Check

An annual "Extra Check" is payable to: (i.) pre-1985 retirees in the amount of $540 and to (ii.) their eligible survivors in the amount of $450.

14. Death Benefits

Upon the death of a participant or pensioner who has met the specified recent coverage requirement, a temporary monthly pension is payable to the surviving children under conditions specified in the Plan.

A pre-retirement benefit to the surviving spouse is payable upon the death of a vested participant. If a married participant had recent coverage at the time of death, the spouse receives an immediate benefit based on the participant's earned benefit. The earned benefit is reduced to reflect early retirement, as specified in the Plan, and the appropriate Employee and Spouse Pension factor. 66 2/3% of the resulting amount is then payable immediately to the spouse. If the participant does not have recent coverage, the benefit is calculated as described above, but a 50% factor is applied in lieu of the 66 2/3% factor, and, if the participant was not eligible to retire on the date of death, commencement of the pension is deferred until the time the participant would have been first eligible to retire.

A single sum death benefit equal to 50% of contributions, subject to a maximum of $10,000, is payable upon the death of an Active or Terminated participant who has completed at least 5 years of vesting service. In addition, for unmarried vested participants who satisfy the recent coverage requirements and would otherwise be eligible to retire, a death benefit of 48 times the participant's accrued pension, reduced to reflect early retirement as specified in the Plan, is payable as a lump sum amount.

Upon the death of a pensioner with a retirement date before January 1, 1992, a single sum benefit of 12 times the monthly normal form pension (Life Only annuity), subject to a maximum of $10,000 is payable. Beginning with retirements in 1992, beneficiaries of retirees with recent coverage who elect a Life Only or Benefit Adjustment Option (without the Spouse Pension) receive a 4-Year Certain death benefit payment equal to 48 times the pensioner's Life Only benefit minus the total monthly payments already received by the pensioner.

If a pensioner retires after January 1, 1992, he or she may elect an Optional Lump Sum Death Benefit equal to 12 times the monthly normal form pension (Life Only annuity). The Optional Lump Sum Death Benefit is paid for by reducing the pensioner's monthly payment.

15. Transition Provisions

Certain minimum benefits are provided to participants who were covered by prior versions of the Plan.

PLAN AMENDMENT HISTORY

The following is a summary of the major Plan changes since 1984.

Effective Date	Description of Change
1/1/2011	Annual "Extra Checks" to pre-1985 retirees and their eligible survivors were made a permanent part of the Plan.
1/1/2009	A 75% Optional Employee and Spouse Pension was added. Also, a $40 million reserve for extra check payments was established.
1/1/2008	Effective for calendar year 2008 only, the percentages used to calculate Plan participant account benefits have been increased from 1.20% to 2.00% for participants who have not completed 20 years of service, and from 1.20% to 2.65% for participants who have completed at least 20 years of service. The percentages for years 2009 and later remain at 1.20%.
1/1/2007	Effective for calendar year 2007 only, the percentage used to calculate Plan participant account benefits was increased from 1.20% to 1.65%. The percentages for years 2008 and later remain at 1.20%.
7/1/2003	Effective July 1, 2003, the percentage used to calculate Plan participant account benefits has been reduced to 1.20% for the second half of 2003 and all subsequent years.
1/1/2000	Effective for calendar years 2000, 2001 and 2002, the percentage used to calculate Plan participant account benefits has been increased. An Active participant will earn a monthly pension benefit of 2.70% instead of 2.16% for contributions credited in this period if he/she has not completed 20 year of service. If such participant has completed at least 20 years of contributory service, he/she will earn a monthly pension benefit of 3.58% instead of 2.86% during this same period. Effective for calendar years 2003, 2004 and 2005, the percentage used to calculate Plan participant contribution account benefits has been increased. An Active participant will earn a monthly pension benefit of 2.20% instead of 2.00% for contributions credited in this period, if he/she has not completed 20 years of service. If such participant has completed at least 20 years of contributory service, he/she will earn a monthly pension benefit of 2.92% instead of 2.65% during this same period. Effective with calendar year 2000, all Disability Pensioner benefits have been increased to 85% of his/her Normal Retirement Benefit unless said Disability Pensioner's benefits are already payable in a greater amount. Spouses of certain deceased Disability Pensioners have had their benefits appropriately adjusted, as applicable. The same 85% "floor" monthly pension benefit shall be paid to all Disability Pensioners and, as applicable, to their spouses for Plan participants who become Disabled Pensioners after calendar year 1999.

PLAN AMENDMENT HISTORY

Effective Date	Description of Change
1/1/2000 (Continued)	Effective with calendar year 2000, the maximum Child Survivor Benefits have been increased to $1,000 and such increased benefits shall be payable, in general, upon the death of a person who was an Active Participant on 1/1/1987 or thereafter and who otherwise satisfied the applicable recency of employment requirements at the time of death. Effective with calendar year 2000, PEER eligible participants with 25 years of contributory service “lock-in” PEER coverage by working at least 1,000 covered hours during any consecutive 24 month period that ends on or after completion of 25 years of contributory service.
1/1/1999	Effective with retirements in calendar year 1999, a vested participant who has not suffered a forfeiture of service after 1975 may quality to have pre-1976 forfeited contributory service credit restored.
1/1/1998	Effective for calendar years 1997, 1998 and 1999, the percentage used to calculate Plan participant contribution account benefits has been increased. An Active participant will earn a monthly pension benefit of 2.46% instead of 2.00% for contributions credited in this period if he/she has not completed 20 years of service. If a participant has completed at least 20 years of contributory service, he/she will earn a monthly pension benefit of 3.26% instead of 2.65% during this same period. Effective for calendar years 2000, 2001 and 2002, the percentage used to calculate Plan participant contribution account benefits has been increased. An Active participant will earn a monthly pension benefit of 2.16% instead of 2.00% for contributions credited in this period, if he/she has not completed 20 years of service. If a participant has completed at least 20 years of contributory service, he/she will earn a monthly pension benefit of 2.86% instead of 2.65% of contributions during this same period.
1/1/1994	Effective for calendar years 1994, 1995 and 1996, the percentage used to calculate Plan participant contribution account benefits has been increased. An Active participant will earn a monthly pension benefit of 2.3% instead of 2.00% for contributions credited in 1992 through 1996, inclusive, if he/she has not completed 20 years of contributory service. If a participant has completed at least 20 years of such service, he/she will earn a monthly pension benefit of 3.05% instead of 2.65% during this same period. The “Rule of 85” early retirement test was lowered to a “Rule of 84” test for both the PEER program supported by 6.5% surcharge contributions and regular enhanced early retirement features.

PLAN AMENDMENT HISTORY

<table>
<tr><th>Effective Date</th><th>Description of Change</th></tr>
<tr><td>1/1/1994
(Continued)</td><td>The Program for Enhanced Early Retirement (PEER) was expanded to allow participants who meet the Rule of 82 (or Rule of 80) to retire with no early retirement reduction. To qualify, a participant must have current PEER coverage and must retire from a bargaining unit that has negotiated 11.5% PEER 82 surcharge contributions, effective on or after 8/1/1993, or 16.5% PEER 80 surcharge contributions, effective on or after 8/1/1994.

The Plan's recent coverage provisions were liberalized to provide protection to participants with at least 25 years of contributory service. Participants who satisfy the latter condition and who leave covered employment under age 55 now have access to the Plan's enhanced early retirement, death and survivor benefits.

The Plan's minimum disability pension has been increased from 55% to 62%.</td></tr>
<tr><td>1/1/1992</td><td>A Plan participant is vested in his or her accrued pension if he/she has completed at least 5 years of vesting service, one of which was earned in 1991 or later. Prior to this date, a participant became vested upon completion of 10 years of vesting service.

Effective for calendar years 1992 and 1993, Plan participants will receive a 15% increase in the percentage used to calculate his/her Contribution Account Benefit. A participant will earn a monthly pension benefit of 2.3% instead of 2.00% for contributions credited in 1992 and 1993 if he/she has not completed 20 years of service. If a participant has completed at least 20 years of contributory service, he/she will earn a monthly pension benefit of 3.05% instead of 2.65%.

Pre-Retirement Death Benefits were modified as follows:

• The temporary spouse survivor benefit is eliminated;

• For married vested participants who die with recent coverage, a 66-2/3% Spouse Lifetime Pension is payable immediately; and

• For non-married vested participants who die with recent coverage, a single sum death benefit is payable to their designated beneficiaries. The lump sum amount equals 48 times the participant's monthly accrued benefit.</td></tr>
</table>

PLAN AMENDMENT HISTORY

Effective Date	Description of Change
1/1/1992 (Continued)	Post-Retirement Death Benefits were revised as follows: • For participants who retire with recent coverage, the After Retirement Spouse Lifetime Pension is increased from 50% to 66-2/3%. If a participant retires without recent coverage, the After Retirement Spouse Lifetime Pension remains at 50%. • Non-married vested participants or married vested participants who did not elect the Employee and Spouse Pension, who retired with recent coverage and die before receiving 4 years of benefit payments will have the remainder of 4 years benefits paid to their designated beneficiary. Enhanced early retirement benefits became available for participants with recent coverage if the sum of their attained age and years of contributory service is equal to or greater than 85 (the "Rule of 85"). Reduction for early retirement under this provision is cut by approximately 25%. The Program for Enhanced Early Retirement (PEER) also became available. Under this program, participants who meet the Rule of 85, who retire from a bargaining unit that has negotiated 6.5% surcharge PEER contributions, and who have current PEER coverage can retire with no early retirement reduction, regardless of their age. There is a 9 month period (4/1/1991 to 12/31/1991) where members with pension effective dates or application requests (and recent coverage) within this time frame were permitted to rescind their 1991 pension effective dates and defer them until 1/1/1992 in order to benefit from Plan improvements effective on that date. Members electing to rescind and defer their pension effective dates were required to repay any benefit amounts paid to them. Also, pension increases effective after 1991 are governed by the new death and survivor benefit rules.
7/1/1988	The Plan was modified to provide an additional optional pension form: The Employee and Spouse Pension with Benefit Adjustment Option.

PLAN AMENDMENT HISTORY

<table>
<tr><th>Effective Date</th><th>Description of Change</th></tr>
<tr><td>1/1/1987</td><td>Two formulas were used to compute a participant's retirement benefit: An improved version of the Plan's pre-1987 5-Year Average Benefit formula (used to determine the retirement benefit for service before January 1, 1987 and applicable only if a participant first became covered by the Plan before 1987) and the Contribution Account Benefit (used to determine the retirement benefit for a participant's contributory service under the Plan after 1986). Note, participants that are active in the Plan both before and after January 1, 1987 had their retirement benefit based on the sum of their 5-Year Average Benefit <u>and</u> their Contribution Account Benefit. Also, participants who first became covered by the Plan after 1986 might have qualified for a Non-contributory Service benefit based on any past employment either before or after January 1, 1987.

• 5-Year Average Benefit: A participant's monthly retirement benefit was based on his/her total prior Plan past and future service credits earned as of 12/31/1986 multiplied by his/her 5-year average rate benefit factor. The maximum prior Plan credits were increased from 30 credits to 33-1/3 credits. Also, when determining a participant's 5-year average contribution rate, the formula recognized employer contributions after 1986 up to the end of 1991 (or participant's retirement date, if earlier).

• Contribution Account Benefit: A participant's monthly retirement benefit is based on a percentage of the total Employer Contributions made on his/her behalf for contributory service after 1986. The percentage that applies is:

2% of all the employer contributions made for a participant's covered employment (after 1986) during the first 20 calendar years of service

PLUS

2.65% of all the employer contributions made for a participant's covered employment (after 1986) that comes after the end of his/her 20th calendar year of service.</td></tr>
</table>

PLAN AMENDMENT HISTORY

Effective Date	Description of Change
1/1/1987 (Continued)	• Non-contributory Service Benefit: If a participant first started working in covered employment after 1986, the value of this benefit is based on 2% of the participant's average annual contribution in his/her first five 500 covered hour years multiplied by the participant's years of non-contributory service (to a maximum of 10).
1/1/1985	A 25% increase in retirement and survivor benefits calculated under the Plan's 5-year average contribution rate benefit schedule was adopted. To be eligible, a participant must have had a pension effective date on or after January 1, 1985 and have earned 250 or more covered hours in a single calendar year beginning on or after January 1, 1983.
8/1/1984	Pre-retirement spouse benefits were extended to the surviving spouses of all vested participants who die before the effective date of their retirement benefit. Under the old rules, a pre-retirement spouse benefit was only payable if the vested participant attained age 55 and was in active service under the Plan for at least one calendar month ending after his 55th birthday. The rule requiring reduction of the spouse survivor benefit by the amount of any pre-retirement spouse benefit was eliminated.

Appendix B

Participant Statistics

The sources of WCT Plan participant data for our actuarial calculations are: (a) extracts from Prudential Investments' Annuitant Benefit Consolidation (ABC) System file, (b) extracts from the T2 Participant Data File (PDF) maintained by Northwest Administrators and Prudential Investments, and (c) extracts from the Western States Food data base.

The following paragraphs describe how the data were prepared for valuation purposes and present statistical characteristics of the data base.

1. **Data Base for Active and Vested Inactive Participants**

Northwest Administrators sent us a December 31, 2013 valuation data file that included T2 extract records for all vested participants, a 5% sub-file of non-vested participants (Social Security numbers ending in 00, 05, 10, 15, or 20), and all claims and deaths for the last five years.

From this file containing 395,904 records, we selected the 5% sample valuation file for all active participants, both vested and for all vested inactive participants. A participant was considered Active as of January 1, 2014 if he or she was not included on the ABC file as retired as of the valuation date, and if he/she earned at least 250 covered hours during 2013, or earned at least 1 covered hour in 2013 and at least 250 covered hours in 2012.

9,202 Non-Seasonal Active 5% sample records representing 184,040 participants were included in the valuation. For this purpose, Active participant records with non-seasonal industry codes or with 1,000 or more covered hours in each of the last two years were considered Non-Seasonal.

579 Seasonal Active 5% sample records representing 11,580 participants were included in the valuation. Active participants with a seasonal industry code and less than 1,000 covered hours in one or both of the last two years were considered Seasonal.

8,361 Vested Inactive 5% sample records representing 167,220 participants were included in the valuation. In addition, 24 sample records for participants vested only under the WSF Plan (representing 480 participants) were valued separately and incorporated in the liability bringing the total number of vested terms valued to 167,700.

377,762 T2 extract records were not used for the valuation. These records primarily represent non-5% sample participant records, pre-valuation date claims, and non-vested inactives.

2. Statistical Information

Highlights of the data characteristics for Active Plan participants on January 1, 2014 are shown below, together with corresponding information from the January 1, 2013 and January 1, 2012 Actuarial Reports.

- For actuarial valuation purposes, the Active participant population was 197,900 as of January 1, 2012, 194,080 as of January 1, 2013, and 195,620 as of January 1, 2014. The aggregate number of Active participants covered under PEER is 84.5% (including Non-Seasonal and Seasonal employees) on January 1, 2014. All information summarized below was based on 5% sample data.

NUMBER OF ACTIVE PLAN PARTICIPANTS

Industry	As of 1/1/2012	As of 1/1/2013	As of 1/1/2014
All Actives			
Non-Seasonal	185,460	181,720	184,040
Seasonal	12,440	12,360	11,580
Total	197,900	194,080	195,620
PEER Units			
Non-Seasonal PEER 80	58,380	58,020	58,020
Non-Seasonal PEER 82	5,060	5,100	4,980
Non-Seasonal PEER 84	94,160	90,620	91,760
Seasonal PEER 80	8,220	8,280	7,740
Seasonal PEER 82	360	440	460
Seasonal PEER 84	2,740	2,580	2,420
Total PEER Participants	168,920	165,040	165,380
Non-PEER Units			
Non-Seasonal	27,860	27,980	29,280
Seasonal	1,120	1,060	960
Total Non-PEER Participants	28,980	29,040	30,240

- The average attained age of Active Plan participants whose records include valid dates of birth is 43.4 years for Non-Seasonal participants and 48.2 years for Seasonal participants. The corresponding ages as of January 1, 2013 were 43.3 years for Non-Seasonal employees and 47.4 years for Seasonal employees. The average attained ages for all Active participants for the last three years, including the separate PEER units, are summarized below.

AVERAGE ATTAINED AGES FOR ACTIVE PLAN PARTICIPANTS

Industry	As of 1/1/2012	As of 1/1/2013	As of 1/1/2014
All Actives			
Non-Seasonal	43.1	43.3	43.4
Seasonal	47.1	47.4	48.2
PEER Units			
Non-Seasonal PEER 80	44.8	44.9	44.9
Non-Seasonal PEER 82	45.5	45.4	45.4
Non-Seasonal PEER 84	40.9	41.1	41.3
Seasonal PEER 80	49.1	49.2	49.9
Seasonal PEER 82	44.2	43.3	44.2
Seasonal PEER 84	44.1	44.4	44.7
Non-PEER Units			
Non-Seasonal	46.3	46.4	46.6
Seasonal	40.9	42.9	46.0

- The average number of years of contributory service for Active Plan participants is 12.4 years for Non-Seasonal participants and is 11.9 years for Seasonal participants. As of January 1, 2013 the corresponding average number of years of contributory service was 12.4 years for Non-Seasonal employees and 11.5 years for Seasonal employees. The average number of years of contributory service for Active participants during the last three years is compared below.

AVERAGE CONTRIBUTORY SERVICE YEARS FOR ACTIVE PLAN PARTICIPANTS

Industry	As of 1/1/2012	As of 1/1/2013	As of 1/1/2014
All Actives			
Non-Seasonal	12.2	12.4	12.4
Seasonal	11.4	11.5	11.9
PEER Units			
Non-Seasonal PEER 80	16.2	16.5	16.5
Non-Seasonal PEER 82	13.1	13.1	13.3
Non-Seasonal PEER 84	10.7	10.9	11.1
Seasonal PEER 80	13.6	13.6	14.1
Seasonal PEER 82	8.3	7.6	8.0
Seasonal PEER 84	7.0	7.0	6.6
Non-PEER Units			
Non-Seasonal	8.3	8.4	8.4
Seasonal	7.1	8.2	9.7

- The end of year average basic hourly contribution rate for Non-Seasonal Actives included in the valuation was $3.83 as of December 31, 2012 and $3.91 as of December 31, 2013. The average basic hourly contribution rate for Seasonal Actives included in this valuation was $0.90 as of December 31, 2012 and $0.95 as of December 31, 2013. This information is displayed for Active participants, including separate data for PEER units, in the following table.

AVERAGE BASIC HOURLY CONTRIBUTIONS FOR ACTIVE PLAN PARTICIPANTS			
Industry	As of 12/31/2011	As of 12/31/2012	As of 12/31/2013
All Actives			
Non-Seasonal	$3.67	$3.83	$3.91
Seasonal	$0.90	$0.90	$0.95
PEER Units			
Non-Seasonal PEER 80	$4.84	$5.11	$5.20
Non-Seasonal PEER 82	$3.83	$3.76	$4.01
Non-Seasonal PEER 84	$3.62	$3.78	$3.90
Seasonal PEER 80	$1.10	$1.10	$1.17
Seasonal PEER 82	$0.11	$0.11	$0.11
Seasonal PEER 84	$0.35	$0.33	$0.31
Non-PEER Units			
Non-Seasonal	$1.38	$1.37	$1.39
Seasonal	$1.08	$1.09	$1.13

- Based on the data for continuing non-seasonal Active participants in the sample who worked 500 or more hours in each of the last two years, the Plan's hourly contribution rates for "continuing" Non-Seasonal employees increased an average of 6.9%. When the data are analyzed by broad contribution rate groupings, the average increase for groups with hourly rates $2.00 and below was 6.7% while the average increase was 8.8% for rate groups between $2.00 and $4.00, and 5.5% for rate groups over $4.00. The higher contribution rate groups generally have longer service and older age characteristics than the lower rate groups, and they are becoming a larger portion of the total population. Table 2014-2 presents substantial statistical data on rate increases during the most recent four pan years.

3. Comparison of Sample Data Characteristics with Full Population Data Characteristics

Each year, we receive three Employee Census Reports from the Administrative Office based on the T2 Participant Data File (PDF). The first report contains information for the full population of Plan participants and the second and third reports contain corresponding information for the 2% and 5% samples of the full population. A comparison of key information from the full population and 5% reports is used to corroborate our assumption that the sample records adequately represent the total population (see Table 2014-1).

4. Procedures to Account for Data with Missing or Invalid Birthdates or Sex Codes

Records with missing or invalid birthdates were accounted for by prorating the present values generated by the records with valid birthdates, based on the number of career hours in the records with missing or invalid birthdates. The prorating is done separately for employee groups categorized by valuation industry code (Non-Seasonal or Seasonal), valuation status (Active or Vested Inactive), sex code and vesting status. This approach is adequate because of the very small liability represented by the relatively few participants in the data sample whose records are lacking valid birthdates.

Records with missing sex codes were assumed to represent males in the Non-Seasonal group and females in the Seasonal group. We have concluded that this assumption is reasonable based on the population characteristics illustrated in this section.

There were 118 non-retired valuation records, representing 2,360 participants with missing dates of birth. There were 1,366 Non-Seasonal non-retired sample valuation records with missing or invalid sex codes that are assumed to be males and 108 Seasonal non-retired sample valuation records with missing or invalid sex codes that are assumed to be female. The non-retired participant T2 extract records included in the valuation had the characteristics shown in the following table:

Non-Retired Data With Missing or Invalid Birthdates or Sex Codes				
		Number of Records x 20		% Without
		With Valid	Without Valid	Valid
Status	Sex Code	Date of Birth	Date of Birth	Date of Birth
Non-Seasonal Active Vested	Male	122,900	100	0.08%
Non-Seasonal Active Vested	Female	20,980	40	0.19%
Non-Seasonal Active Non-Vested	Male	34,020	1,440	4.06%
Non-Seasonal Active Non-Vested	Female	4,540	20	0.44%
Seasonal Active Vested	Male	2,100	0	0.00%
Seasonal Active Vested	Female	6,340	20	0.31%
Seasonal Active Non-Vested	Male	1,360	60	4.23%
Seasonal Active Non-Vested	Female	1,620	80	4.71%
Non-Seasonal Vested Inactive	Male	129,140	360	0.28%
Non-Seasonal Vested Inactive	Female	22,820	20	0.09%
Seasonal Vested Inactive	Male	5,340	20	0.37%
Seasonal Vested Inactive	Female	9,320	200	2.10%

5. Age Retirees, Disability Retirees, and Surviving Beneficiaries

We based our actuarial calculations for retired lives on extracts from the ABC retired file provided by Prudential Investments. This file contains records for all Pensioners and Beneficiaries.

We received 263,411 records from Prudential. Of these, 10,918 were disregarded (9,869 deaths, 294 expirations, and 755 other rejects such as cancellations, post-valuation date retirements, etc.). This resulted in the inclusion of 252,493 records representing all benefits for 217,924 pensioners and beneficiaries. Approximately 77.7% of these records are for Age Retirees, 8.4% are for Disability Retirees, and 13.8% are for Beneficiaries. There were no missing birthdates in these records.

TABLES OF STATISTICAL DATA

In the process of completing the actuarial valuation, we have compiled a considerable amount of statistical information that may prove useful in understanding the operation of the Plan. This information is illustrated in the following tables:

- **TABLE 2014-1 Comparison of Sample Data with Total Population Data for Active Vested Participants**

  This table demonstrates that the 5% sample reasonably represents the entire population. Sample and full file participant counts, average hours and average contribution rates are compared for Active Vested participants. The table provides breakdowns of the data by forty-cent rate bands through $5.20, and for rates over $5.20. The correlation between sample and total population also was tested for non-vested and new participants and, in our opinion, actuarial results based on the sample population adequately represent values for the total population.

- **TABLE 2014-2 Basic Rate Increases for Continuing Non-Seasonal Active Participants**

  This table shows the year-to-year increases in contribution rates for continuing Active Non-Seasonal participants, analyzed by end of year basic contribution rates. The percentage increases are shown for four experience years.

- **TABLES 2014-3N and 3S Distribution of Non-Seasonal and Seasonal Active Participants in PEER and Non-PEER Units by Contribution Rate**

  These tables show the distribution of Non-Seasonal and Seasonal Actives in PEER and Non-PEER units by their basic hourly contribution rates.

- **TABLE 2014-4 Age at First Participation Distributions – Comparison of Experience with Actuarial Assumptions**

  This table compares the entry age distributions of new participants during the most recent three years with the assumed distributions used in calculating the entry age normal cost used in the calculation of the Funding Policy actuarial liability. The relationship of actual versus assumed percentages indicates that the assumptions remain suitable for entry age normal cost calculation purposes.

TABLES OF STATISTICAL DATA

- **TABLES 2014-5N and 5S Distribution of Non-Seasonal and Seasonal Active Participants with Good Birthdates by Attained Age and Contributory Service**

  These tables show how Non-Seasonal and Seasonal Active participants with valid birthdates are distributed by attained age and length of service.

- **TABLE 2014-6 Data Build-Through Report/Participant Reconciliation**

  This table exhibits a data reconciliation by status for Active and Vested Terminated participants.

- **TABLE 2014-7 and 2014-8 New 2013 Pensioners and Beneficiaries; Recent History of New Pensioners**

  Table 2014-7 shows the counts and average monthly pensions for Age Pensioners, Disabled Pensioners and Beneficiaries who were new to the December 31, 2013 retiree data file. The data for Age Pensioners is shown by option election.

  Table 2014-8 compares the counts and average monthly pensions of new Pensioners during the most recent three-year period.

- **TABLE 2014-9 Historical Statistics by Year of Retirement**

  For this table, all records representing Age Pensioners were analyzed by year of retirement.

- **TABLE 2014-10 through 2014-12 Age/Longevity of Age Pensioners, Beneficiaries and Disabled Pensioners**

  These tables show the distribution of Pensioners and Beneficiaries by attained age group and number of years since retirement or pension commencement, as applicable.

  The count for Disabled Pensioners is somewhat inflated by the existence of record pairs for many of the Disabled Retirees receiving an increase because of the increase in the floor percentage from 62% to 85%, effective January 1, 2000.

TABLE 2014-1
Comparison of Sample Data with Total Population Data
for Active Vested Participants

	5% Sample			Total Population		
Contribution Rates	No. of Participants (Times 20)	Avg. 2013 Hrs. per Participant	Avg. 2013 Contrib. Rate	No. of Participants	Avg. 2013 Hrs. per Participant	Avg. 2013 Contrib. Rate
Seasonals - Food Processing						
All Contribution Rates	8,500	647	$1.00	9,016	659	$0.95
Regulars - Food Processing						
All Contribution Rates	6,980	1,976	$1.83	6,579	1,982	$1.80
Non-Seasonals - Non-Food Processing						
$0.40 and under	2,440	1,767	$0.26	2,414	1,723	$0.26
Over $0.40 but not more than $0.80	3,520	1,903	$0.57	3,289	1,840	$0.59
Over $0.80 but not more than $1.20	14,200	1,790	$1.08	13,480	1,814	$1.08
Over $1.20 but not more than $1.60	6,620	1,894	$1.42	6,518	1,913	$1.42
Over $1.60 but not more than $2.00	5,480	1,916	$1.81	5,891	1,914	$1.81
Over $2.00 but not more than $2.40	7,480	1,927	$2.17	7,720	1,950	$2.19
Over $2.40 but not more than $2.80	4,540	1,988	$2.62	5,134	1,976	$2.61
Over $2.80 but not more than $3.20	8,980	1,995	$3.02	8,829	1,984	$3.01
Over $3.20 but not more than $3.60	11,420	1,934	$3.37	10,341	1,943	$3.37
Over $3.60 but not more than $4.00	9,700	1,986	$3.81	9,109	1,975	$3.81
Over $4.00 but not more than $4.40	8,340	1,954	$4.23	7,990	1,969	$4.22
Over $4.40 but not more than $4.80	5,600	1,958	$4.66	5,768	1,941	$4.65
Over $4.80 but not more than $5.20	3,280	1,969	$5.03	3,372	1,953	$5.03
Over $5.20	40,820	1,738	$7.48	41,451	1,730	$7.46
Total Non-Seasonals - Non-Food Processing	132,420	1,864	$4.09	131,306	1,861	$4.11

TABLE 2014-2 Basic Rate Increases for Continuing Non-Seasonal Active Participants					
End of Year Contribution Rate	2013 Number of Lives	Average Increase			
		2013	2012	2011	2010
$0.40 and under	3,560	-1.6%	0.6%	1.5%	-4.7%
Over $0.40 but not more than $0.80	4,460	11.3%	3.4%	18.3%	6.4%
Over $0.80 but not more than $1.20	17,720	9.8%	3.3%	3.5%	1.8%
Over $1.20 but not more than $1.60	11,180	6.5%	3.1%	7.3%	20.8%
Over $1.60 but not more than $2.00	8,220	1.7%	1.8%	9.5%	7.0%
Weighted Average: $2.00 and under	45,140	6.7%	2.7%	7.3%	7.6%
Over $2.00 but not more than $2.40	11,720	5.5%	7.7%	11.9%	3.4%
Over $2.40 but not more than $2.80	6,720	9.6%	4.0%	18.7%	10.4%
Over $2.80 but not more than $3.20	10,220	9.4%	8.1%	2.2%	10.6%
Over $3.20 but not more than $3.60	12,900	9.1%	3.7%	2.9%	3.9%
Over $3.60 but not more than $4.00	10,340	11.2%	11.2%	10.0%	19.9%
Weighted Average: Over $2.00 but not more than $4.00	51,900	8.8%	7.1%	8.1%	9.2%
Weighted Average: Over $4.00	67,380	5.5%	6.1%	11.2%	12.4%
Weighted Average: All Rates	164,420	6.9%	5.4%	9.0%	9.8%

TABLE 2014-3N
Distribution of Non-Seasonal Active Participants in PEER and Non-PEER Units by Contribution Rate

End of Year Contribution Rate	Number of PEER Actives	Number of Non-PEER Actives	Total Number of Actives
$0.40 and under	1,380	3,800	5,180
Over $0.40 but not more than $0.80	780	5,020	5,800
Over $0.80 but not more than $1.20	13,940	5,800	19,740
Over $1.20 but not more than $1.60	6,180	6,060	12,240
Over $1.60 but not more than $2.00	6,900	2,720	9,620
Total for Rates $2.00 and under	29,180	23,400	52,580
Over $2.00 but not more than $2.40	10,960	1,980	12,940
Over $2.40 but not more than $2.80	6,000	1,560	7,560
Over $2.80 but not more than $3.20	10,380	1,120	11,500
Over $3.20 but not more than $3.60	13,600	320	13,920
Over $3.60 but not more than $4.00	11,020	160	11,180
Total for Rates over $2.00 but not more than $4.00	51,960	5,140	57,100
Total for Rates over $4.00	73,620	740	74,360
Total for All Rates	154,760	29,280	184,040

PEER Eligibility Statistics (Non-Seasonal Actives)

PEER Unit	Number of Actives	Percentage of Non-Seasonal Actives by PEER Unit	Prior Year's Percentage of Non-Seasonal Actives by PEER Unit
Non-PEER	29,280	15.9%	15.4%
PEER 84	91,760	49.9%	49.9%
PEER 82	4,980	2.7%	2.8%
PEER 80	58,020	31.5%	31.9%

TABLE 2014-3S Distribution of Seasonal Active Participants in PEER and Non-PEER Units by Contribution Rate			
End of Year Contribution Rate	Number of PEER Actives	Number of Non-PEER Actives	Total Number of Actives
$0.40 and under	2,740	180	2,920
Over $0.40 but not more than $0.80	440	0	440
Over $0.80 but not more than $1.20	160	0	160
Over $1.20 but not more than $1.60	7,240	760	8,000
Over $1.60 but not more than $2.00	0	20	20
Total for Rates $2.00 and under	10,580	960	11,540
Over $2.00 but not more than $2.40	40	0	40
Over $2.40 but not more than $2.80	0	0	0
Over $2.80 but not more than $3.20	0	0	0
Over $3.20 but not more than $3.60	0	0	0
Over $3.60 but not more than $4.00	0	0	0
Total for Rates over $2.00 but not more than $4.00	40	0	40
Total for Rates over $4.00	0	0	0
Total for All Rates	10,620	960	11,580

PEER Eligibility Statistics (Seasonal Actives)			
PEER Unit	Number of Actives	Percentage of Seasonal Actives by PEER Unit	Prior Year's Percentage of Seasonal Actives by PEER Unit
Non-PEER	960	8.3%	15.4%
PEER 84	2,420	20.9%	49.9%
PEER 82	460	4.0%	2.8%
PEER 80	7,740	66.8%	31.9%

TABLE 2014-4 Age at First Participation Distributions Comparison of Experience with Actuarial Assumptions				
	Non-Seasonal Employees		Seasonal Employees	
Ag es	Actual Percentages for 2011 thru 2013 New Participants	Percentages Assumed for Actuarial Calculation Purposes	Actual Percentages for 2011 thru 2013 New Participants	Percentages Assumed for Actuarial Calculation Purposes
Through 24	28.9%	30.0%	25.2%	22.5%
25 - 29	17.7%	16.5%	12.6%	15.0%
30 - 34	11.3%	15.0%	10.2%	10.0%
35 - 39	11.1%	12.5%	7.9%	12.5%
40 - 44	9.9%	12.5%	9.4%	15.0%
45 - 49	7.9%	7.5%	7.1%	12.5%
50 - 54	5.3%	6.0%	12.6%	12.5%
55 and Over	7.8%	0.0%	15.0%	0.0%

TABLE 2014-5N Distribution of Non-Seasonal Active Participants with Good Birthdates by Attained Age and Contributory Service								
	Years of Contributory Service							
Age Last Birthday	Less than 5	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 and Over	Total
Under 20	580	0	0	0	0	0	0	580
20 - 24	8,720	1,000	0	0	0	0	0	9,720
25 - 29	7,540	8,340	1,040	0	0	0	0	16,920
30 - 34	5,580	7,740	6,140	520	0	0	0	19,980
35 - 39	4,620	6,540	5,340	4,400	340	0	0	21,240
40 - 44	4,440	5,360	5,540	4,500	4,040	660	0	24,540
45 - 49	3,340	5,320	5,140	4,620	4,180	3,400	320	26,320
50 - 54	2,380	4,500	5,160	3,940	4,100	5,120	2,400	27,600
55 - 59	2,040	3,380	4,160	2,420	2,420	2,580	5,040	22,040
60 - 64	1,100	1,620	2,160	1,260	1,220	1,260	3,020	11,640
65 - 69	280	460	280	180	60	60	260	1,580
70 and Over	140	60	20	40	0	0	20	280
Total	40,760	44,320	34,980	21,880	16,360	13,080	11,060	182,440

TABLE 2014-5S
Distribution of Seasonal Active Participants with
Good Birthdates by Attained Age and Contributory Service

Age Last Birthday	Years of Contributory Service							
	Less than 5	5 - 9	10 - 14	15 - 19	20 - 24	25 - 29	30 and Over	Total
Under 20	120	0	0	0	0	0	0	120
20 - 24	540	60	0	0	0	0	0	600
25 - 29	340	140	40	0	0	0	0	520
30 - 34	240	220	100	20	0	0	0	580
35 - 39	320	180	260	60	0	0	0	820
40 - 44	300	260	240	60	80	0	0	940
45 - 49	220	440	440	260	280	40	20	1,700
50 - 54	380	360	440	320	380	120	40	2,040
55 - 59	360	260	280	360	360	260	200	2,080
60 - 64	160	280	220	140	160	200	300	1,460
65 - 69	80	120	80	40	20	40	40	420
70 and Over	40	80	20	0	0	0	0	140
Total	3,100	2,400	2,120	1,260	1,280	660	600	11,420

TABLE 2014-6 Data Build-Through Report Participant Reconciliation		
Active Participants 1/1/2013		**194,080**
New Participants		
	Non-Vested	16,380
	Vested	1,480
	Rehires	1,640
Terminations		
	Non-Vested	(6,900)
	Vested	(6,600)
Retirements		(4,160)
Deaths		(140)
Data Adjustments		(160)
Active Participants 1/1/2014		**195,620**
Vested Terminations 1/1/2013		**169,020**
	New Vested Terminations	7,320
	Rehires	(1,640)
	Retirements	(5,280)
	Deaths	(220)
	Data Adjustments	(1,260)
Vested Terminations 1/1/2014		**167,940**

TABLE 2014-7
New 2013 Pensioners and Beneficiaries
Option Elections, Average Pensions and Average Ages
(Based on Number of Participants)

Option	Count	Average Monthly Pension	Average Age as of January 1 2014
Life	2,668	$874.31	63.9
Employee and Spouse 50%	327	$321.83	64.3
Employee and Spouse 67%	822	$1,372.20	63.9
Employee and Spouse 75%	897	$1,037.34	64.5
Benefit Adjustment	2,654	$1,360.70	59.1
Employee and Spouse 50% with Benefit Adjustment	186	$478.32	60.3
Employee and Spouse 67% with Benefit Adjustment	718	$1,902.62	59.5
Employee and Spouse 75% with Benefit Adjustment	879	$1,728.40	59.9
All Age Pensioners	9,151	$1,211.01	61.8
Disabled Pensioners	825	$1,044.70	55.5
Surviving Beneficiaries	478	$501.45	53.1
Total	10,454	$1,165.44	60.9
Total Last Year	9,754	$1,124.75	60.8

Notes:

This exhibit includes all pensions associated with participants new to the December 31, 2013 ABC file.

The average monthly pension amount shown for the Benefit Adjustment Option and the Employee and Spouse with Benefit Adjustment Option is the sum of the lifetime portion of the benefit, plus any temporary benefit remaining as of December 31, 2013.

TABLE 2014-8
Recent History of New Pensioners
Option Elections and Average Monthly Pensions
(Based on Number of Participants)

	2013		2012		2011	
Option	Count	Average Monthly Pension	Count	Average Monthly Pension	Count	Average Monthly Pension
Life Only	2,668	$874.31	2,483	$839.93	2,354	$824.18
Benefit Adjustment	2,654	$1,360.70	2,540	$1,320.29	2,604	$1,258.48
Employee and Spouse	2,046	$1,057.52	1,861	$1,015.98	1,818	$1,035.23
Employee and Spouse with Benefit Adjustment	1,783	$1,668.15	1,680	$1,519.60	1,683	$1,413.96
All Age Pensioners	9,151	$1,211.01	8,564	$1,153.99	8,459	$1,120.58
Disabled Pensioners	825	$1,044.70	850	$1,051.25	924	$1,049.25
Surviving Beneficiaries	478	$501.45	340	$572.13	377	$566.02
Total	10,454	$1,165.44	9,754	$1,124.75	9,760	$1,092.41

Notes:

This exhibit includes all pensions associated with participants new to the ABC file as of December 31, 2011, 2012 and 2013.

The average monthly pension amount shown for the Benefit Adjustment Option and the Employee and Spouse with Benefit Adjustment Option is the sum of the lifetime portion of the benefit, plus any temporary benefit remaining as of December 31, 2013.

TABLE 2014-9
Historical Statistics by Year of Retirement
(Based on Number of Records)

Year of Retirement	Number of Surviving Retirees	Average Age at Retirement	Average Age as of 1/1/2014	Average Monthly Pension Normal Form
1988 and prior	17,669	58.8	87.8	$421.88
1989 - 1993	19,150	59.6	81.7	$728.90
1994 - 1998	27,847	59.7	77.0	$876.65
1999 - 2003	40,653	60.1	72.3	$1,062.17
2004 - 2008	46,227	60.6	68.0	$999.48
2009 - 2013	44,729	61.0	63.6	$1,105.48
Total	196,275	60.2	72.3	$940.80
Total Last Year	191,305	60.1	72.2	$930.42

TABLE 2014-10
Age / Longevity of Age Pensioners
(Based on Number of Records)

Attained Age Group	Years Since Pension Commencement Less than 1	1 - 4	5 - 9	10 - 14	15 - 19	Greater than 19	Total
Under 50	23	68	39	7	3	1	141
50 - 54	427	901	141	33	13	0	1,515
55 - 59	1,755	7,059	2,314	129	20	9	11,286
60 - 64	2,384	10,045	9,965	1,915	88	14	24,411
65 - 69	2,053	16,644	12,058	10,407	899	45	42,106
70 - 74	92	3,182	18,434	12,949	8,514	283	43,454
75 - 79	0	82	3,129	12,447	9,673	6,752	32,083
80 - 84	0	10	118	2,683	6,453	11,273	20,537
85 - 89	0	2	19	63	2,086	11,392	13,562
90 and Over	0	2	10	20	98	7,050	7,180
Total	6,734	37,995	46,227	40,653	27,847	36,819	196,275

TABLE 2014-11
Age / Longevity of Beneficiaries
(Based on Number of Records)

	Years Since Pension Commencement							
Attained Age Group	Deferred	Less than 1	1 - 4	5 - 9	10 - 14	15 - 19	Greater than 19	Total
39 and Under	10	89	785	682	358	81	25	2,030
40 - 44	23	9	88	78	42	24	24	288
45 - 49	62	14	127	128	94	68	56	549
50 - 54	65	53	282	304	212	156	104	1,176
55 - 59	27	68	468	582	490	307	248	2,190
60 - 64	19	31	453	878	876	547	465	3,269
65 - 69	3	15	306	866	1,391	1,090	926	4,597
70 - 74	0	4	84	502	1,337	1,761	1,952	5,640
75 - 79	0	0	14	136	601	1,503	3,195	5,449
80 - 84	0	0	4	43	156	662	3,586	4,451
85 - 89	0	0	1	9	42	166	3,144	3,362
90 and Over	0	0	0	2	8	39	1,898	1,947
Total	209	283	2,612	4,210	5,607	6,404	15,623	34,948

TABLE 2014-12 **Age / Longevity of Disabled Pensioners** (Based on Number of Records)							
	Years Since Pension Commencement						
Attained Age Group	Less than 1	1 - 4	5 - 9	10 - 14	15 - 19	Greater than 19	Total
39 and Under	1	33	30	3	0	0	67
40 - 44	3	71	81	39	12	0	206
45 - 49	7	177	169	114	43	21	531
50 - 54	40	444	356	252	122	50	1,264
55 - 59	66	934	788	520	227	244	2,779
60 - 64	48	866	1,193	833	376	509	3,825
65 - 69	1	194	877	1,177	644	885	3,778
70 - 74	0	0	150	827	870	1,472	3,319
75 - 79	0	0	0	106	560	1,972	2,638
80 - 84	0	0	0	0	55	1,694	1,749
85 - 89	0	0	0	0	1	787	788
90 and Over	0	0	0	2	0	324	326
Total	166	2,719	3,644	3,873	2,910	7,958	21,270

Appendix C

Actuarial Assumptions and Cost Methods

Actuarial Assumptions

Investment Earnings Assumptions

Fixed Dollar Account

The assumed investment return for these assets, which is used to value the pension benefits[1] for Pensioners and Beneficiaries whose benefits commenced on or before August 1, 1982 (as identified by Prudential Investments), is determined by a schedule of rates that varies by calendar year, starting at 6.70% in 2013 and decreasing to 6.50% in 2015 and thereafter.

1982/1984 Annuity Account

The assumed rate of return for these assets, which is used to value the pension benefits[1] for Pensioners and Beneficiaries whose benefits commenced from September, 1982 through December, 1984 (as identified by Prudential Investments), is 6.59%.

Strategic Bond Account (SBA)

The assumed rate of return for these assets is 4.42%. This assumption is used to value 85.20% of the pension benefits[1] related to service through December 31, 1985, based on December 31, 1984 Plan provisions and not covered by the prior asset dedications.

Remaining Assets

The assumed rate of investment return which is used to value all benefits expected to be paid out of remaining assets and future contributions is 7.00%, net of investment expenses.

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[1]Single sum death benefits are not valued using the investment earnings assumptions described above. Instead, the "Remaining Assets" assumption is used.

Post-retirement Mortality Rates

For males

- Ages up through 29, male employee table,
- Ages 30-49, male employee table with blue collar adjustment
- Ages 50-70, custom blend of the healthy male annuitant and the employee tables, starting at 50%/50% at age 50, to 98%/2% at age 70. The blended table is adjusted by male blue collar adjustments
- Ages 70 and above, healthy male annuitant, adjusted by blue collar adjustments
- All projected to 2015 using male Scale AA

For females

- Ages up through 29, female employee table
- Ages 30-49, female employee table, with blue collar adjustment
- Ages 50-70, custom blend of the healthy female annuitant and the employee table starting at 69%/31% at age 50 to 100%/0% at age 70, adjusted by female blue collar adjustments and small annuities
- Ages 70 and above, healthy female annuitants adjusted by female blue collar adjustments and small annuities
- All projected to 2017 using scale AA

Special mortality tables, reflecting Plan experience, are used for disabled pensioners. Examples of mortality rates used are shown in the table below:

Annual Probability of Death						
Age Last Birthday	Non-Retired Participants		Age Retirees & Beneficiaries		Disabled Retirees	
	Male	Female	Male	Female	Male	Female
25	0.0003	0.0002	0.0003	0.0002	0.0244	0.0176
40	0.0012	0.0007	0.0012	0.0007	0.0244	0.0176
55	0.0027	0.0026	0.0046	0.0040	0.0252	0.0182
70	0.0156	0.0135	0.0222	0.0199	0.0336	0.0242
85	0.1086	0.0797	0.1086	0.0797	0.1362	0.0981

Pre-retirement Mortality Rates

The assumed annual rates of healthy mortality for males is based on the RP 2000 Mortality Tables for Male Employees adjusted for Blue Collar and projected by Scale AA to 2015.

The assumed annual rates of healthy mortality for females were changed to the RP 2000 Mortality Tables for Female Employees adjusted for Blue Collar and projected by Scale AA for to 2017.

Provision for Non-investment Expenses

Administrative expenses are assumed to be $87 million per year, payable mid-year.

Age Retirement Rates

Age retirement rates apply only to retirement eligible participants.

We use five retirement rate tables. Their values are displayed in the three columns of table (1), and the fourth and fifth columns of table (2), below. (Note that the first two columns of table (1), and the first two columns of table (2), represent the same two tables).

In general, for a given participant in a PEER unit, two or more of these tables may be accessed during a single run, with the lower rates applying until the participant is projected to attain the required number of age plus service points, (80, 82, or 84).

Participants with fewer than 25 Years of Service

Age Last Birthday	Non-PEER Eligible Actives	PEER Eligible Actives	Non-PEER Eligible Vested Terminated
49	0.030	0.150	NA
50	0.030	0.150	NA
51	0.030	0.150	NA
52	0.030	0.150	NA
53	0.030	0.150	NA
54	0.080	0.160	0.160
55	0.060	0.120	0.120
56	0.060	0.120	0.060
57	0.060	0.120	0.060
58	0.060	0.120	0.060
59	0.100	0.200	0.100
60	0.100	0.200	0.100
61	0.350	0.350	0.300
62	0.350	0.350	0.200
63	0.150	0.150	0.150
64	0.300	0.300	0.300
65	0.300	0.300	0.200
66	0.200	0.200	0.060
67	0.200	0.200	0.060
68	0.200	0.200	0.060
69	1.000	1.000	1.000

Participants with 25 or more Years of Service

Age Last Birthday	Non-PEER Eligible Actives	PEER Eligible Actives	Non-PEER Eligible Vested Terminated	PEER Eligible Vested Terminated
49	0.030	0.150	0.150	0.230
50	0.030	0.150	0.150	0.230
51	0.030	0.150	0.150	0.230
52	0.030	0.150	0.150	0.230
53	0.030	0.150	0.150	0.230
54	0.080	0.160	0.160	0.350
55	0.060	0.120	0.120	0.250
56	0.060	0.120	0.090	0.200
57	0.060	0.120	0.090	0.180
58	0.060	0.120	0.090	0.180
59	0.100	0.200	0.150	0.300
60	0.100	0.200	0.150	0.300
61	0.350	0.350	0.350	0.350
62	0.350	0.350	0.350	0.350
63	0.150	0.150	0.150	0.150
64	0.300	0.300	0.300	0.300
65	0.300	0.300	0.300	0.300
66	0.200	0.200	0.200	0.200
67	0.200	0.200	0.200	0.200
68	0.200	0.200	0.200	0.200
69	1.000	1.000	1.000	1.000

Disability Retirement

Disability rates apply only to employees with 4 or more years of vesting service.

Age Last Birthday	Examples of Annual Probability of Disability Retirement
32	0.0006
37	0.0008
42	0.0011
47	0.0017
52	0.0030
57	0.0052

Employee Termination Rates

The termination rates shown below exclude death, disability and retirement rates. Termination rates are not applied when an individual is eligible for age retirement. Below are examples of annual probabilities of employment termination for active employees with less than 9 years of coverage.

Non-Seasonal Employees				
Age Last Birthday	Years Since First Covered Hour			
At First Covered Hour	0	1	2	8
22	0.0945	0.1795	0.2272	0.1120
32	0.0844	0.1478	0.1914	0.0896
42	0.0776	0.1214	0.1674	0.0784
52	0.0641	0.0898	0.1435	0.0784
62	0.0574	0.0686		
Seasonal Employees				
Age Last Birthday	Years Since First Covered Hour			
At First Covered Hour	0	1	2	8
22	0.7004	0.5443	0.3039	0.1600
32	0.6254	0.4482	0.2559	0.1280
42	0.5754	0.3682	0.2240	0.1120
52	0.4753	0.2721	0.1920	0.1120
62	0.4253	0.2081		

Examples of annual probabilities for termination are listed below for Non-Seasonal and Seasonal Active employees with 9 or more years of coverage.

Non-Seasonal and Seasonal Employees		
	After 9 or more Years Since First Covered Hour	
Age Last Birthday	Non-Seasonal	Seasonal
32	0.0734	0.0978
42	0.0435	0.0790
52	0.0422	0.0562
62	0.0077	0.0102

Future Annual Hours and Contributions

Projected benefit amounts for 2014 were calculated assuming that: (a) Active Non-Seasonal employees work an average of 1800 hours per year; (b) Active Seasonal employees work an average of 600 hours per year; and (c) contribution rates would continue at the December 31, 2013 levels.

A non-retired participant was considered Active as of January 1, 2014 if he or she earned at least 250 covered hours during 2013, or at least 1 covered hour in 2013 and at least 250 covered hours in 2012.

Expected Annual Employer Contributions

The annual employer contributions expected during 2014 have been assumed to be $1.401 billion. This amount is used to determine the projected Funding Standard Account and the expected amortization period of the UAL.

Sample Valuation Data

We have relied on data supplied by Prudential Investments and Northwest Administrators. The actuarial values for non-retired participants are based on a sample of the employees covered under the Plan, as described in Appendix B. The actuarial values for records with valid data are adjusted for sampling and incomplete data, and the results are assumed to represent the values of the entire covered group.

Form of Payment

Participants without recent coverage are assumed to elect the single life annuity. Participants with recent coverage are assumed to elect a four year certain and life annuity. A factor of 1.0045 is applied in order to account for the availability of a subsidized joint and survivor benefit.

Probability of Marriage

Non-retired participants are assumed to be married at various percentages. Below is a brief summary of these percentages.

Age	Probability of Marriage
32	69.8%
42	75.5
52	82.0
62	82.0

Spouse Age Difference

Where applicable, husbands are assumed to be two years older than their wives.

Past Employment

Total past employment (continuous past employment plus special past employment) for each employee was calculated as the number of years from year of union membership until year of coverage, but not less than the known continuous past employment for the employee.

Survivor Benefit Costs

The family composition of covered employees was assumed to be similar to that tabulated in the 15th Actuarial Valuation published by the Railroad Retirement Board. This assumption was used to estimate the probability that an employee will be survived by a beneficiary eligible for a survivor benefit and to establish the probable duration of the benefit.

Inactive Participants

Vested inactive participants who are older than 74 as of the valuation date are assumed to be deceased and excluded from this valuation. Inactive participants who are coded as a claim for more than one year are expected to be either deceased or not eligible for a benefit from the Plan. We assume that any such participants do not have and will not create any liability for the Plan.

Assumption Changes Incorporated in the January 1, 2014 Valuation

- The current liability interest rate was decreased from 3.78% to 3.64% to remain within the IRS prescribed corridor.
- The current liability mortality tables were changed from annuitant / nonannuitant projected version of the RP-2000 Mortality Tables for 2013 to the annuitant / nonannuitant projected version of the RP-2000 Mortality Tables for 2014 as prescribed by the IRS.
- The discount rate used for the 1982/1984 Annuity Account was changed to 6.59% for 2014 from 3.55% for 2013, and the discount rate used for the SBA Dedication was changed to 4.42% for 2014 from 4.99% for 2013.

The following assumptions were changed to better reflect recent and expected future experience:

- The anticipated annual employer contributions were increased to $1.401 billion for purposes of projecting the 2014 Funding Standard Account and determining the Amortization Period.
- The subsidized joint and survivor factor was changed 1.0033 to 1.0045 to update to current assumptions.
- The future annual administrative expenses were increased to $87,000,000 from $85,000,000.
- The assumed annual rates of pre-retirement healthy mortality for males were changed to the RP 2000 Mortality Tables for Male Employees adjusted for Blue Collar and projected by Scale AA to 2015.
- The assumed annual rates of pre-retirement healthy mortality for females were changed to the RP 2000 Mortality Tables for Female Employees adjusted for Blue Collar and projected by Scale AA to 2017.

- The assumed annual rates of post-retirement healthy mortality for males and females were changed to the RP 2000 Mortality Tables for Employees adjusted for Blue Collar and projected by Scale AA to 2015 and 2017 respectively.

Actuarial Value of Assets

The Prudential Investments Fixed Dollar Account (FDA), in general, was valued at book value. However, to the extent that cash flows from the FDA are not sufficient to provide the projected FDA benefits, certain bonds valued at amortized cost were assigned to the FDA so that all projected FDA benefits were supported by dedicated assets. The 1982/1984 Annuity Account and the SBA were valued on an amortized cost basis, running from cost at purchase to par value at maturity or earliest call date. Below is a summary of the actuarial value of the dedicated asset as of the valuation date:

Dedicated Account	**(In Thousands)**
FDA	$ 121,313
1982/1984 Annuity Account	64,520
SBA	3,559,232
Total Actuarial Value of Dedicated Assets	$ 3,745,065

The remaining assets were valued using a smoothing procedure under which the 2008 market value is recognized at the rate of 10% per year for ten years. All other market value gains and losses are recognized at the rate of 20% per year over five years. The actuarial value of the remaining assets may not be greater than 120% or less than 80% of the market value.

The actuarial value of assets for purposes of determining the unfunded vested benefit liability is the same method used for ERISA funding purposes, except the Pension Relief Act of 2010 election to smooth the 2008 investment loss is not used.

Actuarial Cost Method

The Unit Credit actuarial cost method was used for this valuation. Under this method, the Actuarial Liability is the Accrued Benefit Liability for all participants included on the valuation date. The Normal Cost is: (i.) the expected increase in Accrued Benefit Liability for these participants resulting from benefits earned during the current year, plus (ii.) the expected increase in Accrued Benefit Liabilities resulting from new participants who are covered employees on the valuation date.

This table shows the number of years of life expectancy for retirees according to the mortality tables (see Appendix C for description of tables) used to value liabilities under the Plan. The long periods over which age retirees are expected to receive payments indicate the significant assets required to fund benefits for participants who are already retired. The shorter life expectancies for Disabled Pensioners imply a lower level of assets required for males and females who retire under the Plan's disability provisions.

Years of Life Expectancy				
	Age Pensioner		Disabled Pensioner	
Age	Male	Female	Male	Female
45	35.2	37.3	24.5	28.3
50	30.5	32.6	22.4	25.7
55	26.0	28.0	20.1	22.9
60	21.7	23.7	17.5	20.0
62	20.0	22.1	16.5	18.7
65	17.7	19.6	14.8	16.9
70	14.0	15.9	11.8	13.6
75	10.7	12.6	9.0	10.5
80	7.8	9.6	6.7	8.1
85	5.6	7.0	5.0	6.2
90	3.9	5.2	3.7	4.7

Note: Life expectancies change only when retired life mortality rates are revised.