
2012 REPORT TO MEMBERS

THE PENSION PLAN

The UFCW Union Pension Plan (the “Plan”) is a jointly trusted pension plan. This means that the Plan is jointly managed by Trustees appointed by UFCW Local 1518, by UFCW Local 247 and by the employers. There is a Trust Agreement setting out the Trustees’ duties and responsibilities. They include ensuring that:

- proper records are maintained;
- the terms of the Plan are administered consistently and in accordance with the law; and
- the Plan funds are invested for the benefit of members and in accordance with the laws regulating pension plan investments.

One of the unique features of the Plan is that it has five separate divisions. The pension funds are combined for investment purposes, but a separate accounting for each division is maintained to ensure that the assets of one division are not used to support the benefits of another division. The divisions include:

- Overwaitea
- Canada Safeway
- Tober Enterprises
- Miscellaneous
- Terminated Employers

The Plan is a type of defined benefit plan, referred to as a negotiated cost plan. Employer and Employee contributions (if required) are payable in accordance with the collective bargaining agreements.

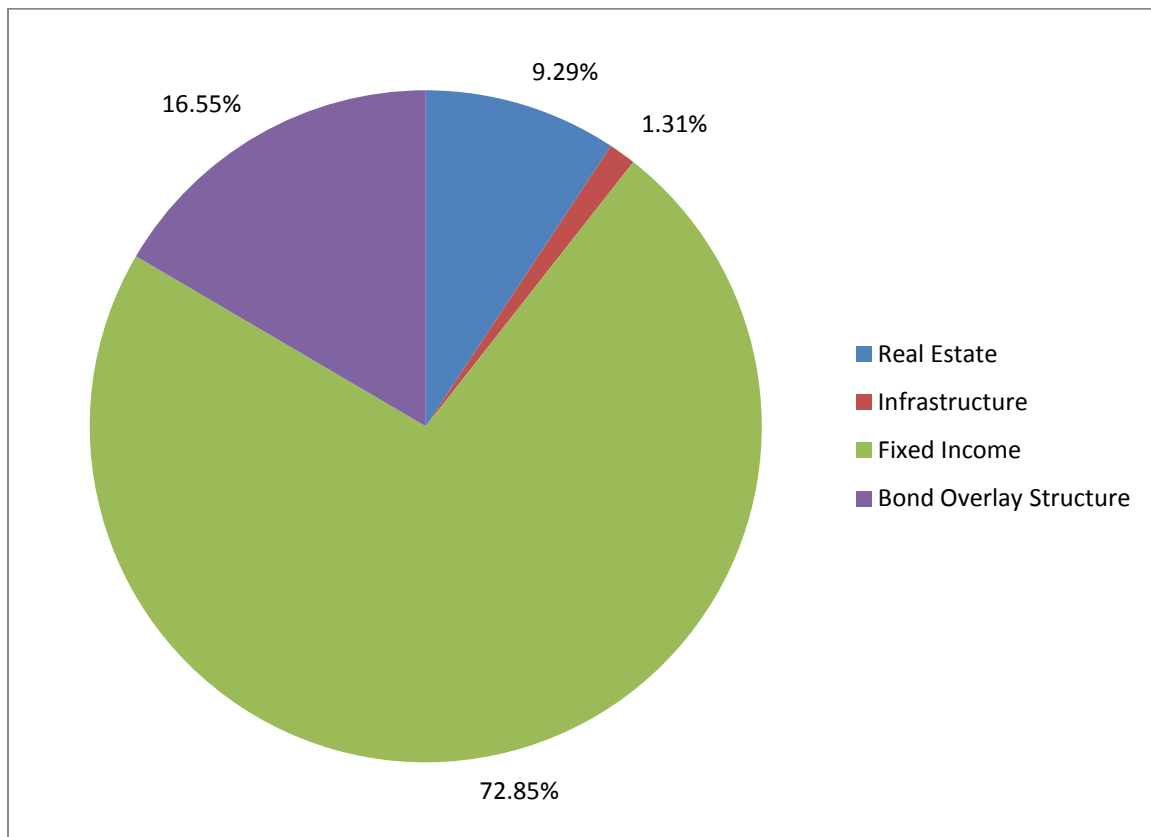
INVESTMENT STRATEGY AND ALLOCATION

The Trustees of the Plan have adopted an investment strategy whereby the assets of the Plan are matched to the liabilities of the Plan in terms of interest rate sensitivity and cash flows. Consequently, the Plan’s investments are in assets which have continued to provide excellent protection for the benefits promised by the Trustees. Most of the Plan’s assets are in fixed income investments such as Canadian and provincial government bonds, high quality corporate bonds and mortgages. The Plan also has investments in income producing real estate such as Concert Properties as well as infrastructure investments in Canada.

ASSET ALLOCATION AT DECEMBER 31, 2012

The following table is a breakdown of the current asset allocations within each asset class.

	Market Value	Percentage of Total
Fixed Income	\$1,332,019,767	72.85%
▪ Bonds and Mortgages		
Real Estate	\$169,889,566	9.29%
Infrastructure	\$23,909,575	1.31%
Bond Overlay Structure		
▪ Crestline Hedge Fund	22,073,264	1.21%
▪ DGAM Hedge Fund	22,704,101	1.24%
▪ PRisM Balanced Fund	103,507,560	5.66%
▪ Mortgage Fund One	76,971,902	4.21%
▪ Cash / Short-Term Investments	77,465,940	4.23%
Total Assets	\$1,828,541,675	100.00%



The Trustees' investment strategy is designed to ensure that the benefits can be provided with a high degree of certainty. Annual actuarial valuations and asset / liability modeling analyses are performed to determine if any adjustments to the investment strategy are required. In between annual reviews, the Trustees' professional advisors monitor the performance of the assets, and provide regular updates. This ensures that the Plan continues to meet its goals and provide the level of pension benefits reported to members annually.

Following is a summary of net assets available for benefits at December 31, 2012.

Assets at January 1, 2012	\$1,757,963,044
Receipts	
Employer contributions	41,837,412
Employee contributions	10,278,251
Investment Income / Gains	91,354,741
Disbursements	
Payment of Benefits	68,409,973
Expenses	4,481,800
Assets at December 31, 2012	\$1,828,541,675

STATISTICAL INFORMATION

The following statistics are based on membership data as of December 31, 2012.

	Males	Females	Total
Active Members	12,003	17,973	29,976
Average Age of Active Members	31.71	34.64	33.47
Retired Members	2,240	3,283	5,523
Survivors / Beneficiaries of Deceased Members	93	226	319
Terminated Vested Members *	17,284	21,482	38,766
Transferred to Management	277	112	389

* Terminated Vested Members are no longer accruing service under the Plan, but are entitled to collect a benefit at a later date.

THE TRUSTEES

The current Trustees of the Plan are:

Union Trustees

Ivan Limpricht, UFCW 1518
(Chairman)
Kim Balmer, UFCW 1518
Frank Pozzobon, UFCW 1518
James Raposo, UFCW 1518
Dan Goodman, UFCW 247
Leif Hansen, UFCW 247
Suzanne Hodge UFCW 247
Charles Pratt, UFCW 247

Employer Trustees

Art Van Pelt, Overwaitea
(Secretary)
Maxine Faedo, Overwaitea
Paul Malo, Safeway
Dave Pearson, Safeway
Bryan Wall, Miscellaneous Division

The Trustees are responsible for the overall operation of the Plan. Some of the key responsibilities include:

- adopting an Investment Policy and funding strategies
- reviewing and approving Plan Document and Trust Agreement amendments
- reviewing and approving actuarial reports
- appointing and reviewing performance of advisors, consultants, service providers, etc
- reviewing fund performance
- approving pension and expense payments from the Plan
- issuing Plan communications

WHO TO CONTACT FOR INFORMATION

If you have any questions about your retirement benefits or need to change any information concerning your pension payment, please contact the Plan Administrator: Bilsland Griffith Benefit Administrators at 1-888-345-UFCW (8329) or ufcw@bgbenefitsadmin.com.

If you would like more information regarding your benefits with the UFCW Union Pension Plan or if you would like to project your pension at retirement, please log onto the UFCW Pension Plan website and modeling tool at www.ufcwpensionplan.com where you will find a pension modeling tool, booklets, important notices, forms (including beneficiary designation forms) to download, etc.