

PIUMPF

Boyd Young
Chairman
Ronald D. Hackney
Secretary

Maria F. Wieck, CPA, CEBS
Administrative Officer
Trevor K. England, CPA
Financial Officer

April 30, 2009

Dear Participants, Beneficiaries and Bargaining Parties:

Enclosed is a Notice regarding the funding status of the PACE Industry Union-Management Pension Fund ("PIUMPF"). The Notice is being sent to you as required by Worker Retiree and Employer Recovery Act of 2008 ("WRERA") and the Pension Protection Act of 2006 ("PPA").

The PPA, among other things, addresses the funding status of defined benefit pension plans like PIUMPF. Specifically, the law requires an annual certification by the Fund's actuary as to the funded status of the plan, and a determination of whether the Fund is in critical or endangered status. This is typically referred to as whether the Fund is in the "Red Zone" (critical status), "Yellow Zone" (endangered status) or "Green Zone" (neither critical nor endangered). Different rules will apply to a plan depending on the zone into which it falls. Last year, PIUMPF was in what is referred to as the "Green Zone," which is the best funding status a plan can have under the PPA. However, because of the recent downturn in the financial markets, many pension plans, like PIUMPF, that were in the "Green Zone" last year, have fallen into either the Yellow Zone or the Red Zone.

As the enclosed Notice of Election to Freeze the Plan's Funding Status explains, the actuary for PIUMPF has certified that PIUMPF is in the Red Zone for its 2009 Plan Year. However, as permitted by federal law, PIUMPF has elected to retain its 2008 "Green Zone" status for 2009, rather than treating itself as a critical status plan. This means that, for 2009 only, PIUMPF is not required to follow the requirements for critical status plans. However, if PIUMPF is certified as either in endangered or critical status next year, PIUMPF will likely have to comply with the funding improvement requirements of the PPA, as explained in the notice. In the meantime, the Board of Trustees is working with the Fund's professionals in an attempt to try to improve the Plan's funding situation.

Also enclosed with this letter is PIUMPF's Annual Funding Notice that is also required to be provided to you by law. This funding notice is different than the one you may have received in previous years because the legal requirements regarding this notice have changed. The content and wording of this funding notice are governed by federal law; all defined benefit pension funds are required to issue similar notices annually. The data provided in the funding notice is based on the value of the Fund's assets and liabilities as of December 31, 2008.

The funding notice also discusses insolvent multiemployer funds and the PBGC benefit guarantees, as required by law. However, this is no indication of whether or not this will ever apply to this Fund. That is based on numerous factors.

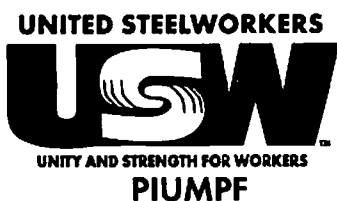
If you have any questions regarding this letter or the enclosed notices, please contact the Fund Office.

Sincerely,

Maria F. Wieck
Administrative Officer

PACE Industry Union-Management Pension Fund

3320 Perimeter Hill Drive • Nashville, Tennessee 37211-4123 • 1-800-474-8673 • 615-333-6343 • 615-333-5760 (Fax)
website: www.uswbenefitfunds.org • e-mail: pensions@uswbenefitfunds.com



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Notice of Election to Freeze the Plan's Funding Status

For

PACE Industry Union-Management Pension Fund
EIN: 11-6166763
Plan No. 001

This Notice is to advise you that on March 31, 2009, the actuary for the PACE Industry Union-Management Pension Fund ("Fund") certified to the Fund's Board of Trustees and to the Internal Revenue Service that under the Pension Protection Act of 2006, the Fund is in critical status for its 2009 Plan Year. However, as permitted by Section 204 of the Worker Retiree Employer and Recovery Act of 2008 ("WRERA"), the Fund's Board of Trustees has elected to treat the Fund as being neither in endangered nor critical status for the Plan Year beginning on January 1, 2009.

This election applies only to the current Plan Year, from January 1, 2009 to December 31, 2009. If the Fund is certified to be in endangered or critical status for its next Plan Year, the Fund's Board of Trustees will provide you with a notice of the Fund's status (e.g., endangered or critical) for that year and steps will have to be taken to improve the Fund's funded situation. These steps may include increases in employer contributions and reductions in future benefit accruals. In addition, if the Fund is certified to be in critical status for its next Plan Year, steps to improve the funding situation may also include a surcharge on employer contributions, the suspension of lump sum payments and similar accelerated distributions for individuals who commence receiving benefits after notice is provided of the fund's critical status, and amendments to reduce early retirement benefits or other adjustable benefits for such individuals.

Additional information about this election can be obtained from the plan administrator by contacting the Fund Office at 3320 Perimeter Hill Drive, Nashville, TN 37211-4123 or at 1-800-474-8673.

PACE Industry Union-Management Pension Fund

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ANNUAL FUNDING NOTICE

For

PACE Industry Union-Management Pension Fund

Introduction

This notice includes important funding information about The PACE Industry Union-Management Pension Fund ("the Plan"). This notice also provides a summary of federal rules governing multiemployer plans in reorganization and insolvent plans and benefit payments guaranteed by the Pension Benefit Guaranty Corporation (PBGC), a federal agency. This notice is for the plan year beginning January 1, 2008 and ending December 31, 2008 ("Plan Year").

Funded Percentage

The funded percentage of a plan is a measure of how well that plan is funded. This percentage is obtained by dividing the Plan's assets by its liabilities on the valuation date for the plan year. In general, the higher the percentage, the better funded the plan. The Plan's funded percentage for the Plan Year and the two preceding plan years is set forth in the chart below, along with a statement of the value of the Plan's assets and liabilities for the same period.

	2008 Plan Year	2007 Plan Year	2006 Plan Year
Valuation Date	January 1, 2008	Not applicable	Not applicable
Funded percentage	86.15%	Not applicable	Not applicable
Value of Assets	\$1,926,602,430	Not applicable	Not applicable
Value of Liabilities	\$2,236,368,000	Not applicable	Not applicable

Transition Data

For a brief transition period, the Plan is not required by law to report certain funding related information because such information may not exist for plan years before 2008. The Plan has entered "not applicable" in the chart above to identify the information it does not have. In lieu of that information, however, the Plan is providing you with comparable information that reflects the funding status of the Plan under the law then in effect. For the 2007 Plan Year, the Plan's "funded current liability percentage" was 64.2%, the Plan's assets were \$1,831,964,301, and Plan liabilities were \$2,851,729,524. For the 2006 Plan Year, the Plan's "funded current liability percentage" was 65.7%, the Plan's assets were \$1,703,417,197, and Plan liabilities were \$2,591,601,517. The "funded current liability percentage" shown for 2006 and 2007 is based on an assumed rate of future investment returns dictated by law that applied for those years. The lower the assumed rate of return, the higher is a pension plan's reported liability, which will produce a lower funding ratio. That is why the value of the Plan's liabilities is higher (and the funding ratio lower) for 2006 and 2007 than it is for

2008. As required by law for 2008, the value of liabilities shown for 2008 reflects the Plan's assumed rate of investment return.

Fair Market Value of Assets

Asset values in the chart above are actuarial values, not market values. Market values tend to show a clearer picture of a plan's funded status as of a given point in time. However, because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values for funding purposes. While actuarial values fluctuate less than market values, they are estimates. As of December 31, 2008, the fair market value of the Plan's assets was \$1,476,608,294*. As of December 31, 2007, the fair market value of the Plan's assets was \$2,022,147,611. As of December 31, 2006, the fair market value of the Plan's assets was \$1,925,253,719.

*Preliminary, unaudited financial information.

Participant Information

The total number of participants in the plan as of the Plan's valuation date was 77,686. Of this number, 23,335 were active participants, 25,851 were retired or separated from service and receiving benefits, and 28,500 were retired or separated from service and entitled to future benefits.

Funding & Investment Policies

The law requires that every pension plan have a procedure for establishing a funding policy to carry out the plan objectives. A funding policy relates to the level of contributions needed to pay for benefits promised under the plan currently and over the years. The funding policy of the Plan is to fund the plan through a combination of contributions received from employers and investment income generated by the Plan's investments. The funding level is designed to comply with requirements of ERISA and the Internal Revenue Code. These requirements include minimum funding levels and also include maximum limits on the contributions that may be deducted by employers for federal income tax purposes. The Board of Trustees creates and implements the funding policy and monitors the funding level with the assistance of the Plan's enrolled actuary and the Plan's investment consultant.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries. Specific investments are made in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning various types or categories of investment management decisions. The investment policy of the Plan has been adopted by the Board of Trustees with the advice of the Plan's investment consultant. It is intended to generate returns that equal or exceed the Plan's actuarial assumed rate of return of 7.5% over the long term and to control risk. Based on the advice of the investment consultant, the Trustees have diversified the Plan's investments with allocations to a number of different asset classes.

In accordance with the Plan’s investment policy, the Plan’s assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of total assets and based on preliminary, unaudited financial information:

Asset Allocations	Percentage
1. Interest-bearing cash	1.13%
2. U.S. government securities	14.29%
3. Corporate debt instruments (other than employer securities):	
Preferred	0.00%
All other	8.56%
4. Corporate stocks (other than employer securities):	
Preferred	0.00%
Common	33.20%
5. Partnership/joint venture interests	0.00%
6. Real estate (other than employer real property)	13.28%
7. Loans (other than to participants)	0.00%
8. Participant loans	0.00%
9. Value of interest in common/collective trusts	10.14%
10. Value of interest in pooled separate accounts	0.00%
11. Value of interest in master trust investment accounts	0.00%
12. Value of interest in 103-12 investment entities	18.24%
13. Value of interest in registered investment companies (e.g., mutual funds)	0.00%
14. Value of funds held in insurance co. general account (unallocated contracts)	0.00%
15. Employer-related investments:	
Employer securities	0.00%
Employer real property	0.00%
16. Buildings and other property used in plan operation	0.07%
17. Other	1.09%

For information about the plan’s investment in any of the following types of investments as described in the chart above - common/collective trusts, pooled separate accounts, master trust investment accounts, or 103-12 investment entities - contact Maria Wieck, Administrative Manager for the PACE Industry Union-Management Pension Fund, at 1.800.474.8673 or 3320 Perimeter Hill Drive, Nashville, TN 37211-4123 or mwieck@uswbenefitfunds.com.

Critical or Endangered Status

Under federal pension law a plan generally will be considered to be in “endangered” status if, at the beginning of the plan year, the funded percentage of the plan is less than 80 percent or in “critical” status if the percentage is less than 65 percent (other factors may also apply). If a pension plan enters endangered status, the trustees of the plan are required to adopt a funding improvement plan. Similarly, if a pension plan enters critical status, the trustees of the plan are required to adopt a rehabilitation plan. Rehabilitation

and funding improvement plans establish steps and benchmarks for pension plans to improve their funding status over a specified period of time.

The Plan was not in endangered or critical status in the 2008 Plan Year.

Right to Request a Copy of the Annual Report

A pension plan is required to file with the US Department of Labor an annual report (i.e., Form 5500) containing financial and other information about the plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. You may obtain a copy of the Plan's annual report on the website at www.uswbenefitfunds.com or by making a written request to the plan administrator. The 2008 Form 5500 will be available after October 15, 2009.

The Plan is required to include the following information about the rules that apply to plans in reorganization, insolvent plans, and the PBGC guarantee. That does not mean that these rules will ever apply to the Plan. Whether these rules will ever apply depends on many factors.

Summary of Rules Governing Plans in Reorganization and Insolvent Plans

Federal law has a number of special rules that apply to financially troubled multiemployer plans. Under so-called "plan reorganization rules," a plan with adverse financial experience may need to increase required contributions and may, under certain circumstances, reduce benefits that are not eligible for the PBGC's guarantee (generally, benefits that have been in effect for less than 60 months). If a plan is in reorganization status, it must provide notification that the plan is in reorganization status and that, if contributions are not increased, accrued benefits under the plan may be reduced or an excise tax may be imposed (or both). The law requires the plan to furnish this notification to each contributing employer and the labor organization.

Despite the special plan reorganization rules, a plan in reorganization nevertheless could become insolvent. A plan is insolvent for a plan year if its available financial resources are not sufficient to pay benefits when due for the plan year. An insolvent plan must reduce benefit payments to the highest level that can be paid from the plan's available financial resources. If such resources are not enough to pay benefits at a level specified by law (see Benefit Payments Guaranteed by the PBGC, below), the plan must apply to the PBGC for financial assistance. The PBGC, by law, will loan the plan the amount necessary to pay benefits at the guaranteed level. Reduced benefits may be restored if the plan's financial condition improves.

A plan that becomes insolvent must provide prompt notification of the insolvency to participants and beneficiaries, contributing employers, labor unions representing participants, and PBGC. In addition, participants and beneficiaries also must receive information regarding whether, and how, their benefits will be reduced or affected as a result of the insolvency, including loss of a lump sum option. This information will be provided for each year the plan is insolvent.

Benefit Payments Guaranteed by the PBGC

The maximum benefit that the PBGC guarantees is set by law. Only vested benefits are guaranteed. Specifically, the PBGC guarantees a monthly benefit payment equal to 100 percent of the first \$11 of the Plan's monthly benefit accrual rate, plus 75 percent of the next \$33 of the accrual rate, times each year of credited service. The PBGC's maximum guarantee, therefore, is \$35.75 per month times a participant's years of credited service.

Example 1: If a participant with 10 years of credited service has an accrued monthly benefit of \$500, the accrual rate for purposes of determining the PBGC guarantee would be determined by dividing the monthly benefit by the participant's years of service ($\$500/10$), which equals \$50. The guaranteed amount for a \$50 monthly accrual rate is equal to the sum of \$11 plus $\$24.75$ ($.75 \times \$33$), or \$35.75. Thus, the participant's guaranteed monthly benefit is \$357.50 ($\35.75×10).

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

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

Where to Get More Information

For more information about this notice, you may contact Maria Wieck, Administrative Manager for the PACE Industry Union-Management Pension Fund, at 1-800-474-8673 or 3320 Perimeter Hill Drive, Nashville, TN 37211-4123 or mwieck@uswbenefitfunds.com or online at www.uswbenefitfunds.com. For identification purposes, the official plan number is 001 and the plan sponsor's employer identification number or "EIN" is 11-6166763. For more information about the PBGC and benefit guarantees, go to PBGC's website, www.pbgc.gov, or call PBGC toll-free at 1-800-400-7242 (TTY/TDD users may call the Federal relay service toll free at 1-800-877-8339 and ask to be connected to 1-800-400-7242).