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

**April 30, 2010**

**NOTICE OF CRITICAL STATUS CERTIFICATION  
FOR  
PACE INDUSTRY UNION-MANAGEMENT PENSION FUND**

The purpose of this Notice is to inform you that, on March 31, 2010, the actuary of the PACE Industry Union-Management Pension Fund (“Fund”) certified to the U.S. Department of the Treasury, and also to the Board of Trustees of the Fund, that the Fund is in critical status for the Plan Year beginning January 1, 2010. Federal law requires that you receive this Notice.

**Critical Status**

The Fund is considered to be in critical status because it has funding or liquidity problems, or both. More specifically, the Fund's actuary determined that the Fund is projected to have an accumulated funding deficiency within three (3) years after the current Plan Year. The projected year of the deficiency is 2013.

**Rehabilitation Plan and Possibility of Reduction in Benefits**

Federal law requires pension plans in critical status to adopt a rehabilitation plan aimed at restoring the financial health of the Fund. The law permits pension plans to reduce, or even eliminate, benefits called “adjustable benefits” as part of a rehabilitation plan. If the Fund’s Trustees determine that benefit reductions are necessary, you will receive a separate notice in the future identifying and explaining the effect of those reductions. Any reduction of adjustable benefits (other than a repeal of a recent benefit increase, as described below) will not reduce the level of a participant’s basic benefit payable at normal retirement. In addition, the reductions can only apply to those participants and beneficiaries whose benefit commencement date is on or after April 30, 2010. But, you should know that whether or not the Fund reduces adjustable benefits in the future, effective as of April 30, 2010, the Fund is not permitted to pay lump sum benefits (or any other payment in excess of the monthly amount paid under a single life annuity) while it is in critical status.

**Adjustable Benefits**

The Fund offers the following adjustable benefits which may be reduced or eliminated as part of any rehabilitation plan the Fund may adopt:

- Post-retirement death benefits;
- Sixty-month payment guarantees;
- Disability benefits (not yet in pay status);
- Early retirement benefit or retirement-type subsidy;

**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.com](http://www.uswbenefitfunds.com)



- Benefit payment options other than a qualified joint and survivor annuity (QJSA);
- Recent benefit increases (i.e. occurring in the past 5 years);
- Other similar benefits, rights or features under the Plan (i.e. 120-month payment guarantees, certain pre-retirement death benefits, “pop-up” benefit)

### **Employer Surcharge**

The law requires that all contributing employers pay to the Fund a surcharge to help correct the Fund’s financial situation. The amount of the surcharge is equal to a percentage of the amount an employer is otherwise required to contribute to the Fund under the applicable collective bargaining agreement. With some exceptions, a 5% surcharge is applicable in the initial critical year and a 10% surcharge is applicable for each succeeding Plan Year thereafter in which the Fund is in critical status.

### **Where to Get More Information**

For more information about this Notice, you may contact the Fund Office at 3320 Perimeter Hill Drive, Nashville, TN 37211, 1-800-474-8673. You have a right to receive a copy of the rehabilitation plan from the Fund.

## 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, 2009 and ending December 31, 2009 (“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.

	2009 Plan Year	2008 Plan Year	2007 Plan Year
Valuation Date	January 1, 2009	January 1, 2008	Not applicable
Funded percentage	72.52%	86.15%	Not applicable
Value of Assets	\$1,685,305,466	\$1,926,602,430	Not applicable
Value of Liabilities	\$2,324,036,889	\$2,236,368,000	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. The “funded current liability percentage” shown for 2007 is based on an assumed rate of future investment returns dictated by law that applied for that year. The lower the assumed rate of return, the higher 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 2007 than it is for 2008 and 2009. As required by law for 2008 and 2009, the value of liabilities shown for 2008 and 2009 reflect 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, 2009, the fair market value of the Plan's assets was \$1,527,391,279\*. As of December 31, 2008, the fair market value of the Plan's assets was \$1,404,421,222. As of December 31, 2007, the fair market value of the Plan's assets was \$1,956,057,565.

\*Preliminary, unaudited financial information.

### Participant Information

The total number of participants in the plan as of the Plan's valuation date was 77,316. Of this number, 22,595 were active participants, 26,533 were retired or separated from service and receiving benefits, and 28,188 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:

<b>Asset Allocations</b>	<b>Percentage</b>
1. Interest-bearing cash	0.90%
2. U.S. government securities	9.58%
3. Corporate debt instruments (other than employer securities):	
Preferred	0.00%
All other	10.29%
4. Corporate stocks (other than employer securities):	
Preferred	0.00%
Common	37.38%
5. Partnership/joint venture interests	0.00%
6. Real estate (other than employer real property)	8.97%
7. Loans (other than to participants)	0.00%
8. Participant loans	0.00%
9. Value of interest in common/collective trusts	11.70%
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	19.99%
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	0.06%
17. Other	1.13%

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](mailto: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 treated as being in endangered or critical status for the Plan Year because the Board of Trustees elected to maintain the Plan's prior year's status as permitted by law.

#### 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](http://www.uswbenefitfunds.com) or by making a written request to the plan administrator. The 2009 Form 5500 will be available after October 15, 2010.

#### 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 ( $\$35.75 \times 10$ ).

*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 ( $\$17.75 \times 10$ ).

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](mailto:mwieck@uswbenefitfunds.com) or online at [www.uswbenefitfunds.com](http://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](http://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).