

ANNUAL FUNDING NOTICE
For
PACE Industry Union-Management Pension Fund

Introduction

This notice includes important information about the funding status of our pension plan (“the Plan”) and general information about the benefit payments guaranteed by the Pension Benefit Guaranty Corporation (“PBGC”), a federal insurance agency. All traditional pension plans (called “defined benefit pension plans”) must provide this notice every year regardless of their funding status. This notice does not mean that the Plan is terminating. It is provided for informational purposes and you are not required to respond in any way. This notice is for the plan year beginning January 1, 2012 and ending December 31, 2012 (“Plan Year”).

How Well Funded Is Your Plan

Under federal law, the plan must report how well it is funded by using a measure called the “funded percentage.” 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. Your Plan’s funded percentage for the Plan Year and each of the two preceding plan years is set forth in the chart below, along with a statement of the value of the Plan’s assets and liabilities for the same period.

	2012 Plan Year	2011 Plan Year	2010 Plan Year
Valuation Date	January 1, 2012	January 1, 2011	January 1, 2010
Funded percentage	66.97%	72.85%	74.60%
Value of Assets	\$1,625,589,306	\$1,722,349,863	\$1,783,348,822
Value of Liabilities	\$2,427,341,503	\$2,364,352,723	\$2,391,227,326

Year –End Fair Market Value of Assets

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

	December 31, 2012	December 31, 2011	December 31, 2010
Fair Market Value of Assets	\$1,558,087,276*	\$1,473,044,468	\$1,600,143,023

*Preliminary, unaudited financial information.

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 in “critical” status for the Plan Year ending December 31, 2012 because the Plan was projected to have an accumulated funding deficiency in the next four years. In an effort to improve the Plan’s funding situation, the Trustees adopted a

Rehabilitation Plan on July 17, 2010 designed to assist the Plan in meeting the applicable benchmarks established by law. The Rehabilitation Plan describes the actions to be taken by the Plan's Trustees, and the benefit and contribution changes that affect employers and participants. The Plan's Board of Trustees will update the Rehabilitation Plan as required by law.

You may obtain a copy of the Plan's Rehabilitation Plan and the actuarial and financial data that demonstrate any action taken by the plan toward fiscal improvement by contacting the plan administrator. If the Plan is in endangered or critical status for the plan year ending December 31, 2013, separate notification of that status has or will be provided.

Participant Information

The total number of participants in the plan as of the Plan's valuation date was 75,248. Of this number, 17,932 were active participants, 28,786 were retired or separated from service and receiving benefits, and 28,530 were retired or separated from service and entitled to future benefits.

Funding & Investment Policies

Every pension plan must have a procedure for establishing a funding policy to carry out plan objectives. A funding policy relates to the level of assets needed to pay for benefits promised under 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 investment consultant.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries, who make specific investments in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning investment management decisions. The investment policy of the Plan 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.

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

Asset Allocations	Percentage
1. Cash (interest bearing and non-interest bearing)	10.45%
2. U.S. government securities	0.00%
3. Corporate debt instruments (other than employer securities):	
Preferred	0.00%
All other	0.00%
4. Corporate stocks (other than employer securities):	
Preferred	0.00%
Common	0.00%
5. Partnership/joint venture interests	3.98%
6. Real estate (other than employer real property)	0.00%
7. Loans (other than to participants)	0.00%
8. Participant loans	0.00%
9. Value of interest in common/collective trusts	5.77%
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	0.00%
13. Value of interest in registered investment companies (e.g., mutual funds)	79.30%
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	0.04%
17. Other	0.46%

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

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 (called the Form 5500) that contains 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. For 2009 and subsequent plan years, you may obtain an electronic copy of the plan's annual report by going to www.efast.dol.gov and using the Form 5500 search function. Or 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 2012 Form 5500 will be available after October 15, 2013. Individual information, such as the amount of your accrued benefit under the plan, is not contained in the annual report. If you are seeking information regarding your benefits under the plan, contact the plan administrator identified below under "Where To Get More Information."

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. The plan administrator is required by law to include a summary of these rules in the annual funding notice. 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 plan is required to furnish this notification to each contributing employer and the labor organization.

Despite the special plan reorganization rules, a plan in reorganization 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 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 its status 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, 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 benefits that you have earned a right to receive and that cannot be forfeited (called 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 name and employer identification number or "EIN" is the Board of Trustees of the PACE Industry Union-Management Pension Fund, 11-6166763. For more information about the PBGC and benefit guarantees, go to PBGC's website, www.pbgc.gov.



PIUMPF

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

April

26, 2013

Dear Participant:

The Board of Trustees of the PACE Industry Union-Management Pension Fund (“Fund”) has adopted the following changes to the PACE Industry Union-Management Pension Plan (“Plan”). This letter summarizes the changes. All page numbers refer to the Summary Plan Description (“SPD”). Please keep this document with your SPD, so that you always know the benefits that you are eligible for and the rules that apply to you.

SUMMARY OF MATERIAL MODIFICATIONS

1. Effective November 15, 2012, Section IV, “Do I Need to ‘Retire’ To Receive Benefits?”, on page 10 of the SPD, is deleted and replaced with the following:

DO I NEED TO “RETIRE” TO RECEIVE BENEFITS?

Under all Programs, to receive a pension you must retire prior to the date your pension benefits commence. For purposes of this Plan, “retire” means that you have ceased being employed for at least 30 consecutive days by any contributing employer or employer that has a collective bargaining agreement with the Union. If you are under age 65, “retire” also means that you have ceased being employed for at least 30 consecutive days by any other employer in the same business as any employer that has a collective bargaining agreement with the Union, and in a trade or craft in which you were employed at any time under the Plan. These requirements apply regardless of the reason, you terminated covered employment or when you terminated covered employment. You are considered retired as of the first day you cease such employment.

2. Section IV, “How Do I Become Eligible For an Early Retirement Pension?”, second paragraph, on page 11 of the SPD, is clarified to read as follows:

For Program G – You are eligible to retire on an Early Retirement Pension if you are at least age 55, but under age 65, and you have at least 5 years of pension credit and 1 year of future service credit. The amount of your Regular Pension will be reduced for an early commencement date (See page 17).

PACE Industry Union-Management Pension Fund

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website: www.uswbenefitfunds.com



3. Effective May 22, 2012, the second paragraph of Section VII, “What Will Happen To My Benefit If I Return To Work After My Benefit Payments Start Or If I Continue To Work After Age 65?”, on page 24 of the SPD, is deleted and replaced with the following:

Prohibited Employment means employment with a contributing employer in covered employment, provided that the employment is (i) in the same industry or business as any contributing employer at the time the payment of benefits commenced or would have commenced (ii) in a trade or craft in which you were employed at any time under the Plan, and (iii) in the geographic area covered by the Plan at the time the payment of your benefits commenced or would have commenced. This definition of Prohibited Employment applies to you regardless of the reason, you terminated covered employment or when you terminated covered employment.