

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☒ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☐ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☒
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan UFCW CONSOLIDATED PENSION FUND
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 11/01/1968
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) BD OF TRUSTEES UFCW CONSOLIDATED PENSION FUND 1740 PHOENIX PARKWAY ATLANTA, GA 30349-5421
2b	Employer Identification Number (EIN) 58-6101602
2c	Plan Sponsor's telephone number 770-997-9910
2d	Business code (see instructions) 445110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2024	LEON E. SHEPPARD, JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2024	PEGGY PRESCOTT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 368281
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 191597 6a(2) 184887 6b 56931 6c 118972 6d 360790 6e 4704 6f 365494 6g(1) 6g(2) 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7 16

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1A 1B

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☒ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached _____
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE MB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

- Round off amounts to nearest dollar.
- Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan UFCW CONSOLIDATED PENSION FUND	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BD OF TRUSTEES UFCW CONSOLIDATED PENSION FUND	D Employer Identification Number (EIN) 58-6101602

E Type of plan: (1) ☒ Multiemployer Defined Benefit (2) ☐ Money Purchase (see instructions)

1a Enter the valuation date: Month 01 Day 01 Year 2023	
b Assets	
(1) Current value of assets	1b(1) 5043713903
(2) Actuarial value of assets for funding standard account	1b(2) 5391010734
c (1) Accrued liability for plan using immediate gain methods	1c(1) 5912136990
(2) Information for plans using spread gain methods:	
(a) Unfunded liability for methods with bases	1c(2)(a)
(b) Accrued liability under entry age normal method	1c(2)(b)
(c) Normal cost under entry age normal method	1c(2)(c)
(3) Accrued liability under unit credit cost method	1c(3) 5912136990
d Information on current liabilities of the plan:	
(1) Amount excluded from current liability attributable to pre-participation service (see instructions)	1d(1)
(2) "RPA '94" information:	
(a) Current liability	1d(2)(a) 11416615066
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b) 161725858
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c) 431240682
(3) Expected plan disbursements for the plan year	1d(3) 410515284

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	08/29/2024
Signature of actuary KEVIN CULP, FSA, EA	Date 23-07423
Type or print name of actuary HORIZON ACTUARIAL SERVICES, LLC	Most recent enrollment number 240-247-4528
Firm name 8601 GEORGIA AVENUE, SUITE 905, SILVER SPRING, MD 20910	Telephone number (including area code)
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

2 Operational information as of beginning of this plan year:

a Current value of assets (see instructions)	2a	5276211960
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	61300	4728352536
(2) For terminated vested participants	112109	3810699442
(3) For active participants:		
(a) Non-vested benefits		122969250
(b) Vested benefits		2754593838
(c) Total active	83721	2877563088
(4) Total	257130	11416615066
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	46.22 %

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM/DD/YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM/DD/YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
06/30/2023	928551					
06/30/2023	57561887					
			Totals ▶	3(b)	58490438	
(d) Total withdrawal liability amounts included in line 3(b) total					3(c)	
					3(d)	23712

4 Information on plan status:

a Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3))	4a	91.2 %
b Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If entered code is "N," go to line 5	4b	N
c Is the plan making the scheduled progress under any applicable funding improvement or rehabilitation plan?		☐ Yes ☐ No
d If the plan is in critical status or critical and declining status, does line 1(c) reflect any benefit reductions for the first time (see instructions)?		☐ Yes ☐ No
e If line d is "Yes," enter the reduction in liability resulting from the reduction in benefits (see instructions), measured as of the valuation date	4e	
f If the plan is in critical status or critical and declining status, and is:	4f	
• Projected to emerge from critical status within 30 years, enter the plan year in which it is projected to emerge;		
• Projected to become insolvent within 30 years, enter the plan year in which insolvency is expected and check here. ☐		
• Neither projected to emerge from critical status nor become insolvent within 30 years, enter "9999."		

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

a ☐ Attained age normal	b ☐ Entry age normal	c ☒ Accrued benefit (unit credit)	d ☐ Aggregate
e ☐ Frozen initial liability	f ☐ Individual level premium	g ☐ Individual aggregate	h ☐ Shortfall
i ☐ Other (specify):			

j If box h is checked, enter period of use of shortfall method	5j	
k Has a change been made in funding method for this plan year?		☐ Yes ☒ No
l If line k is "Yes," was the change made pursuant to Revenue Procedure 2000-40 or other automatic approval?		☐ Yes ☐ No
m If line k is "Yes," and line l is "No," enter the date (MM/DD/YYYY) of the ruling letter (individual or class) approving the change in funding method	5m	

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability	6a		2.55 %
	Pre-retirement		Post-retirement
b Rates specified in insurance or annuity contracts	☐ Yes ☐ No ☒ N/A	☐ Yes ☐ No ☒ N/A	
c Mortality table code for valuation purposes:			
(1) Males.....	6c(1)	A	A
(2) Females	6c(2)	AF	AF
d Valuation liability interest rate	6d	7.50 %	7.50 %
e Salary scale	6e	4.77 %	☐ N/A
f Withdrawal liability interest rate:			
(1) Type of interest rate	6f(1)	☒ Single rate ☐ ERISA 4044 ☐ Other ☐ N/A	
(2) If "Single rate" is checked in (1), enter applicable single rate	6f(2)	7.50 %	
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	7.1 %	
h Estimated investment return on current value of assets for year ending on the valuation date	6h	-9.4 %	
i Expense load included in normal cost reported in line 9b	6i	☐ N/A	
(1) If expense load is described as a percentage of normal cost, enter the assumed percentage	6i(1)	%	
(2) If expense load is a dollar amount that varies from year to year, enter the dollar amount included in line 9b.....	6i(2)	14830307	
(3) If neither (1) nor (2) describes the expense load, check the box	6i(3)	☐	

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	-117711	-12405

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM/DD/YYYY) of the ruling letter granting the approval.....	8a	
b Demographic, benefit, and contribution information		
(1) Is the plan required to provide a projection of expected benefit payments? (See instructions) If "Yes," see instructions for required attachment.	☒ Yes ☐ No	
(2) Is the plan required to provide a Schedule of Active Participant Data? (See instructions).	☒ Yes ☐ No	
(3) Is the plan required to provide a projection of employer contributions and withdrawal liability payments? (See instructions) If "Yes," attach a schedule.	☒ Yes ☐ No	
c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code?	☐ Yes ☒ No	
d If line c is "Yes," provide the following additional information:		
(1) Was an extension granted automatic approval under section 431(d)(1) of the Code?	☐ Yes ☐ No	
(2) If line 8d(1) is "Yes," enter the number of years by which the amortization period was extended..	8d(2)	
(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code?	☐ Yes ☐ No	
(4) If line 8d(3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2)).....	8d(4)	
(5) If line 8d(3) is "Yes," enter the date of the ruling letter approving the extension	8d(5)	
(6) If line 8d(3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007?	☐ Yes ☐ No	
e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s)	8e	

9 Funding standard account statement for this plan year:**Charges to funding standard account:**

a Prior year funding deficiency, if any.....	9a	0
b Employer's normal cost for plan year as of valuation date	9b	68989429

c Amortization charges as of valuation date:**(1)** All bases except funding waivers and certain bases for which the amortization period has been extended**(2)** Funding waivers**(3)** Certain bases for which the amortization period has been extended

	Outstanding balance	
9c(1)	2410642314	371864276
9c(2)	0	0
9c(3)	0	0

d Interest as applicable on lines 9a, 9b, and 9c**9d** 33064028**e** Total charges. Add lines 9a through 9d**9e** 473917733**Credits to funding standard account:****f** Prior year credit balance, if any**9f** 1155778915**g** Employer contributions. Total from column (b) of line 3**9g** 58490438**h** Amortization credits as of valuation date**i** Interest as applicable to end of plan year on lines 9f, 9g, and 9h**9i** 100102189**j** Full funding limitation (FFL) and credits:**(1)** ERISA FFL (accrued liability FFL)**(2)** "RPA '94" override (90% current liability FFL)**(3)** FFL credit

	Outstanding balance	
9h	733737143	149671716
9j(1)	2250180789	
9j(2)	4944080532	

9j(3) 0**k (1)** Waived funding deficiency**(2)** Other credits**9k(1)** 0**9k(2)** 0**l** Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)**9l** 1464043258**m** Credit balance: If line 9l is greater than line 9e, enter the difference**9m** 990125525**n** Funding deficiency: If line 9e is greater than line 9l, enter the difference**9n****o** Current year's accumulated reconciliation account:**(1)** Due to waived funding deficiency accumulated prior to the current plan year**9o(1)** 0**(2)** Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:**(a)** Reconciliation outstanding balance as of valuation date**(b)** Reconciliation amount (line 9c(3) balance minus line 9o(2)(a))**(3)** Total as of valuation date**9o(2)(a)** 0**9o(2)(b)** 0**9o(3)** 0**10** Contribution necessary to avoid an accumulated funding deficiency. (see instructions.)**10****11** Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions☒ Yes ☐ No

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan UFCW CONSOLIDATED PENSION FUND	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BD OF TRUSTEES UFCW CONSOLIDATED PENSION FUND	D Employer Identification Number (EIN) 58-6101602	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ALPHADYNE ASSET MANAGEMENT LP
57-1220818

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AM ASIA STRATEGIES FUND LTD
98-1108862

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ARISTEIA CAPITAL
13-3953132

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BAYBERRY CAPITAL PARTNERS LP
61-1903347

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BREVAN HOWARD CAPITAL MANAGEMENT LP

4TH FLOOR, ONE ESPLANADE
ST HELIER, CHANNEL ISLANDS JE2 3QA JE

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BROOKFIELD STRATEGIC REAL ESTATE PA

61-1855502

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CAXTON ASSOCIATES LP

22-3430173

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CITADEL ADVISORS LLC

46-1648666

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CONTRARIAN DRE III MANAGEMENT LLC

47-3026446

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CRAYHILL PRINCIPAL STRATEGIES PART

83-4513417

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DAVIDSON KEMPNER CAPITAL MANAGEMENT

13-3863161

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DAVIDSON KEMPNER ADVISERS INC.

13-3594751

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DK LONGTERM MANAGEMENT LP

45-2646489

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

D.E SHAW & CO., L.P.

1116 AVENUE OF THE AMERICAS 9TH FLR
NEW YORK, NY 10036

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DORCHESTER CAPITAL SECONDARIES OFFS

98-1315687

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DORCHESTER CAPITAL SECONDARIES OFFS

83-4064945

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ELLIOTT CIC 2 INTERMEDIATE GP L.P.

98-1654456

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ELLIOTT INVESTMENT MANAGEMENT L.P.

84-3339129

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ENTRUST GLOBAL PARTNERS OFFSHORE LP

90-0644478

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

EQT FUND MANAGEMENT S. A R.1.

51A, BOULEVARD ROYAL
LUXEMBOURG L-2449 LU

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FARALLON CAPITAL OFFSHORE INVESTORS

98-0467285

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIR TREE CAPITAL MANAGEMENT, LP

13-3745261

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

IPI PARTNERS LLC

81-3174397

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

KENNEDY LEWIS MANAGEMENT LP

225 LIBERTY STREET, SUITE 4210
NEW YORK, NY 10281

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

KING STREET CAPITAL MANAGEMENT, L.P

13-3978904

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

KING STREET MASTER ADVISORS, L.L.C.

26-3871197

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

LAURION CAPITAL MANAGEMENT LP

56-2504425

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AHL ALPHA (CAYMAN) LIMITED

UGLAND HOUSE, PO BOX 309
GEORGE TOWN, GRAND CAYMAN KY1-1104 KY

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MAN RISK PREMIA SPC

UGLAND HOUSE, PO BOX 309
GEORGE TOWN, GRAND CAYMON KY1-1104 KY

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MAN STRATEGIES 1783

UGLAND HOUSE, PO BOX 309
GEORGE TOWN, GRAND CAYMAN KY1-1104 KY

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MARSHALL WACE LLP

98-0430284

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NORTHBRIDGE PARTNERS LLC

401 EDGEWATER PLACE, SUITE 265
WAKEFIELD, MA 01880

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

OBERWEIS ASSET MANAGEMENT, INC.

3333 WARRENVILLE ROAD, SUITE 500
LISLE, IL 60532

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PORTFOLIO ADVISORS, LLC

06-1487853

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

SIGULER GUFF ADVISORS, LLC

13-3855629

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AXON CAPITAL, LP

26-3295563

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TRUE NORTH MANAGEMENT GROUP LLC

27-0087074

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TWO SIGMA ADVISERS, LP

35-2191456

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TWO SIGMA INVESTMENTS, LP

13-4181471

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TYBOURNE CAPITAL MANAGEMENT LIMITED

98-1035373

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BLACKROCK STRATEGIC EQUITY HEDGE FU

98-1546708

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BRIDGEWATER ASSOCIATES, LP

ONE NYALA FARMS ROAD
WESTPORT, CT 06880

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

EJF DEBT OPPORTUNITIES OFFSHORE FUN

98-1157134

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TUDOR INVESTMENT CORPORATION

22-2514825

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PERMIRA CREDIT LIMITED

100 PALL MALL
LONDON SW1Y 5NQ GB

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FACT CAPITAL, LP

83-4692945

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

I SQUARED CAPITAL

98-1550767

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MILLENNIUM INTERNATIONAL, LTD

98-1041100

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ALCHEMY SPECIAL OPPORTUNITIES LTD

98-1162006

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BPEA PRIVATE EQUITY GP VI, L.

98-1184402

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BLACKSTONE ALT CREDIT ADVISORS LP

01-0899018

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BLACKSTONE REAL ESTATE PARTNERS VII

45-3450248

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BOSTON TRUST WALDEN COMPANY

04-2273811

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CENTER BRIDGE CAPITAL PARTNERS III,

61-1742348

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CENTERBRIDGE CAPITAL PARTNERS IV, L

85-1115268

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CENTERBRIDGE SPECIAL CREDIT PARTNER

81-1106856

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CLEARLAKE CAPITAL MANAGEMENT IV, LP

37-1782849

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CLEARLAKE CAPITAL MANAGEMENT V, LP

82-3099208

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CLEARLAKE CAPITAL MANAGEMENT VI, LP

84-2816737

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CLEARLAKE CAPITAL MANAGEMENT VII LP

87-1378757

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ICON SOFTWARE MANAGEMENT, L.P.

85-2536462

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ICON MANAGEMENT II, L.P.

86-2743482

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ICON MANAGEMENT IV, L.P.

86-3550613

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ICON MANAGEMENT V, L.P.

87-1792030

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CVC CAPITAL PARTNERS VII LIMITED

27 ESPLANADE
ST HELIER, JE SG CHANNEL ISLAND JE

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CVC CAPITAL PARTNERS VIII LIMITED

27 ESPLANADE
ST HELIER, JE SG CHANNEL ISLAND JE

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DORCHESTER CREDIT SECONDARIES VI LP

98-1699033

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HAMBLEDON INC.

98-1466693

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FACT CAPITAL, LP

83-4692945

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FARALLON ASIA SPECIAL SITUATIONS II

98-1028195

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FARALLON ASIA SPECIAL SITUATIONSIII

98-1291138

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

GLENDON CAPITAL MANAGEMENT, LP.

46-1394333

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

GREENBRIAR EQUITY GROUP, LP

1 GREENWICH PLAZA
GREENWICH, CT 06830

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

KPS CAPITAL PARTNERS, LP

ONE VANDERBILT AVENUE 52ND FL
NEW YORK, NY 10017

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

OAKTREE CAPITAL MANAGEMENT, L.P

26-0189082

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ONEX PARTNERS MANAGER LP

31-1678794

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PERMIRA V G.P. L.P.

P.O. BOX 503
TRAFALGAR COURT, LES BANQUES ST. PETER GY1 6DJ GG

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PERMIRA VI G.P. L.P.

P.O. BOX 503
TRAFALGAR COURT, LES BANQUES ST. PETER GY1 6DJ GG

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PERMIRA VII G.P. L.P.

P.O. BOX 503
TRAFALGAR COURT, LES BANQUES ST. PETER GY1 6DJ GG

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PERMIRA VIII GP S. R.L.

488, ROUTE DE LONGWY
GRAND DUCHY OF LUXEM, GRAND DUCHY OF LUXEMBO L-1940 LU

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PERMIRA CREDIT SOLUTIONS IV GP S.

488, ROUTE DE LONGWY
GRAND DUCHY OF LUXEM, GRAND DUCHY OF LUXEMBO L-1940 LU

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

QUAD-C MANAGMENT, INC.

54-1967499

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

SILVER POINT CAPITAL, L.P.

22-3849636

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

SILVER POINT CAPITAL OFFSHORE GENER

26-3335901

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TPG GROWTH II, L.P.

45-1476686

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TRIDENT VI, L.P.

98-1131820

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TRIDENT VII, L.P.

98-1321105

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VIKING GLOBAL INVESTORS LP

13-4055118

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

KING STREET GLOBAL DRAWDOWN GP II,

88-1080460

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MARLIN MANAGEMENT COMPANY, LLC

20-2935766

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MONARCH ALTERNATIVE CAPITAL LP

37-1424923

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TJC LP

38-3666364

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VISTA EQUITY PARTNERS VI GP, L.P.

PO BOX 309, UGLAND HOUSE
GRAND CAYMAN, GRAND CAYMAN KY1-1104 KY

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VISTA EQUITY PARTNERS FUND VII GP,

4 EMBARCADERO CENTER 20TH FLOOR
SAN FRANCISCO, CA 94111

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BACKCAST PARTNERS MANAGEMENT, LLC

82-2239973

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FP CREDIT PARTNERS II AGGREGATOR, L

98-0332416

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

KAYNE ANDERSON CAPITAL ADVISORS, L.

95-4486379

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

UFCW BENEFITS ADMINISTRATION LLC

1740 PHOENIX PARKWAY
COLLEGE PARK, GA 30349

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	3666183	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WALTER SCOTT & PARTNERS LIMITED

98-0465834

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	1608625	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ARBOUR LANE CREDIT OPPORTUNITY FUND

82-5114549

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 72	NONE	262500	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

KEPOS ALPHA MASTER FUND LP

11 TIMES SQUARE 35TH FLOOR
NEW YORK, NY 10036

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	1230824	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PATHWAY CAPITAL MANAGEMENT, LP

95-4299348

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	1208349	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WILLIAM BLAIR & COMPANY

150 N. RIVERSIDE PLAZA
CHICAGO, IL 60606

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	1129723	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ARTISAN PARTNERS LIMITED PARTNERSHI

30-0551775

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51 68	NONE	1012745	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ABERDEEN ASSET MANAGEMENT, INC.

51-0368279

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	893010	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

JP MORGAN INVESMENT MANAGEMENT INC

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50	NONE	665220	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HORIZON ACTUARIAL SERVICES, LLC

26-1370698

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	637616	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

LOOMIS SAYLES TRUST COMPANY

20-8080381

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	598088	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BRANDYWINE GLOBAL INVESTMENT MGMT

51-0412248

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	513119	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ALBOURNE AMERICA LLC

91-2164625

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	476948	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NISA INVESTMENT ADVISORS, LLC

48-1140940

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	375169	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

SLEVIN & HART, P.C

52-1708613

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	372289	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

NEPC, LLC

26-1429809

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50	NONE	370000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ZENITH AMERICAN SOLUTIONS

52-1590516

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	NONE	354000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

VENABLE LLP

52-0517250

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	329228	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PIMCO

33-0629048

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 52	NONE	328607	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

CENTER SQUARE INVESTMENT MANAGEMENT

630 W GERMAN TOWN, AKE, STE 300,
PLYMOUTH MEETING, PA 19462

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51 10 15 27 34	NONE	321044	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DORCHESTER CAPITAL ADVISORS, LLC

11111 SANTA MONICA BLVD 1250
LOS ANGELES, CA 90025

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	308620	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BLUE MOON CAPITAL MANAGEMENT LLC

47-2684315

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	250000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

THE BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 19	NONE	239708	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BROOKFIELD STRATEGIC RE PARTNERS A

35-2605158

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	230252	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BROOKFIELD INFRASTRUCTURE FUND IV G

181 BAY STREET, SUITE EP100
TORONTO, ONTARIO M5J 2T3 CA

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 52	NONE	224277	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ARBOUR LANE CREDIT OPPORTUNITY FUND

86-3505724

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	181820	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CALIBRE CPA GROUP, PLLC

47-0900880

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	149140	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

KEPOS CARBON TRANSITION FUND LTD

11 TIMES SQUARE 35TH FLOOR
NEW YORK, NY 10036

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	139353	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CALLODINE ASSET BASED LENDING FUND

86-2812524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	134222	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

KAYNE ANDERSON RUDNICK INVESTMENT M

95-4575414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	85207	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GENSTAR CAPITAL PARTNERS, LLC

36-4810731

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	98784	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BLACKROCK INSTITUTIONAL TRUST CO.

94-3112180

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 24 28 50 51	NONE	77414	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DENNIS G. JENKINS CPA LLC

20-5886120

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	69813	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HAMILTON LANE ADVISOR, LLC

23-2962336

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51 52 99	NONE	40857	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

INCOME RESEARCH & MANAGEMENT (IR+M

04-2955404

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	31642	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FERRAIUOLI LLC

66-0628896

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	7418	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan <u>UFCW CONSOLIDATED PENSION FUND</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BD OF TRUSTEES UFCW CONSOLIDATED PENSION FUND</u>	D Employer Identification Number (EIN) <u>58-6101602</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BOSTON TRUST WALDEN SM CAP</u>		
b Name of sponsor of entity listed in (a): <u>BOSTON TRUST WALDEN COMPANY</u>		
c EIN-PN <u>83-6501761-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>46183488</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COMMINGLED PENSION TRUST FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK</u>		
c EIN-PN <u>13-6038770-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>66338688</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WILLIAM BLAIR EMERGING MARKETS GROW</u>		
b Name of sponsor of entity listed in (a): <u>GLOBAL TRUST COMPANY</u>		
c EIN-PN <u>27-6331814-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>70648991</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WILLIAM BLAIR EMERGING MARKETS SMAL</u>		
b Name of sponsor of entity listed in (a): <u>GLOBAL TRUST COMPANY</u>		
c EIN-PN <u>27-6331814-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>54333334</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALL WEATHER PORTFOLIO LIMITED</u>		
b Name of sponsor of entity listed in (a): <u>ALL WEATHER PORTFOLIO LIMITED</u>		
c EIN-PN <u>98-0501379-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>353475135</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BRANDYWINE GLOBAL INVESTMENT MANAGE</u>		
b Name of sponsor of entity listed in (a): <u>BRANDYWINE GLOBAL INVESTMENT MGMT, LLC</u>		
c EIN-PN <u>51-0412248-017</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>166545379</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EMERGING MARKETS EQUITY FUND, A SER</u>		
b Name of sponsor of entity listed in (a): <u>ABERDEEN ASSET MANAGEMENT</u>		
c EIN-PN <u>36-7180580-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>93458706</u>

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II **Information on Participating Plans (to be completed by DFEs, other than DCGs)**

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan UFCW CONSOLIDATED PENSION FUND	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BD OF TRUSTEES UFCW CONSOLIDATED PENSION FUND	D Employer Identification Number (EIN) 58-6101602	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	32291925	31382886
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	232608382	192462778
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	205319752	79676180
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	91669403	210181529
(2) U.S. Government securities	1c(2)	102012433	112935973
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	69318251	62350368
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	417944067	491650470
(5) Partnership/joint venture interests	1c(5)	3277144144	3270620982
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	194509183	237504501
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)	634144532	613479220
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	107392790	104709589
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	-5524681	53713435

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5358830181	5460667911
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	2503322	2427829
i Acquisition indebtedness	1i		
j Other liabilities	1j	80114899	102311996
k Total liabilities (add all amounts in lines 1g through 1j)	1k	82618221	104739825
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5276211960	5355928086

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	18374180	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		18374180
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	514236	
(B) U.S. Government securities	2b(1)(B)	1424402	
(C) Corporate debt instruments	2b(1)(C)	3065614	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	21195797	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		26200049
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	5350996	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3086919	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		8437915
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	918616146	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	870667821	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		47948325
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	334755086	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		38582380
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		4880989
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		6456606
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2829880
c Other income	2c		-149149
d Total income. Add all income amounts in column (b) and enter total	2d		488316261

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	373817721	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		373817721
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	4023725	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)	218953	
(5) Investment advisory and investment management fees	2i(5)	30245996	
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)	645034	
(8) Legal fees	2i(8)	709518	
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	9876718	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		45719944
j Total expenses. Add all expense amounts in column (b) and enter total	2j		419537665

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		68778596
l Transfers of assets:			
(1) To this plan	2l(1)		10937530
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☐ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☒ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **CALIBRE CPA GROUP PLLC**

(2) EIN: **47-0900880**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		5050000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☒		3270620982
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		☒	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☒ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 526164.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan UFCW CONSOLIDATED PENSION FUND		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BD OF TRUSTEES UFCW CONSOLIDATED PENSION FUND		D Employer Identification Number (EIN) 58-6101602
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 0
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer **THE KROGER COMPANY**

b EIN **31-0345740**

c Dollar amount contributed by employer **57561887**

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month **12** Day **31** Year **2034**

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☒ Other (specify): **AD HOC BASIS**

a Name of contributing employer **ALBERTSONS INC.**

b EIN **82-0184434**

c Dollar amount contributed by employer **361799**

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) **0.50**

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer **KEYSTONE FOODS**

b EIN **23-3073393**

c Dollar amount contributed by employer **296774**

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month **12** Day **05** Year **2025**

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) **0.50**

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer **UFCW TRUST FUND OFFICE**

b EIN **77-0613772**

c Dollar amount contributed by employer **51392**

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☒ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) **0.76**

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer **COUNTRY SELECT**

b EIN **64-0944279**

c Dollar amount contributed by employer **82006**

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) **0.25**

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer **MANSFIELD DISTRIBUTING CO.**

b EIN **34-4295803**

c Dollar amount contributed by employer **8256**

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) **0.29**

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer GREAT SCOT INC.

b EIN 34-4458017

c Dollar amount contributed by employer 19961

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☒ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) 0.45

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer UFCW LOCAL 455

b EIN 74-1290941

c Dollar amount contributed by employer 21114

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) 0.50

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer DELTA PRIDE

b EIN 64-0625541

c Dollar amount contributed by employer 18780

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) 0.30

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer UFCW LOCAL 1995

b EIN 62-1603091

c Dollar amount contributed by employer 14140

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) 0.50

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer _____

b EIN _____

c Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer _____

b EIN _____

c Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☒ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	39537
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	40298
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	41126
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	102.33
b The corresponding number for the second preceding plan year	15b	105.84
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☒		

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

19 If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:

Public Equity: 18.3 % Private Equity: 0.0 % Investment-Grade Debt and Interest Rate Hedging Assets: 6.6 %

High-Yield Debt: 7.3 % Real Assets: 6.0 % Cash or Cash Equivalents: 2.8 % Other: 59.0 %

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:

☐ 0-5 years ☒ 5-10 years ☐ 10-15 years ☐ 15 years or more

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation.....

Part VII IRS Compliance Questions

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☐ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ___/___/___ (MM/DD/YYYY) and the Opinion Letter serial number _____.

**UNITED FOOD AND COMMERCIAL WORKERS
CONSOLIDATED PENSION PLAN**

FINANCIAL STATEMENTS

DECEMBER 31, 2023



**UNITED FOOD AND COMMERCIAL WORKERS
CONSOLIDATED PENSION PLAN**

FINANCIAL STATEMENTS WITH SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2023

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of the
United Food and Commercial Workers
Consolidated Pension Plan

Opinion

We have audited the accompanying financial statements of the United Food and Commercial Workers Consolidated Pension Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, the statement of accumulated plan benefits as of December 31, 2022, the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2023 and 2022, and the changes in its net assets available for benefits for the years then ended, and the accumulated plan benefits as of December 31, 2022, and the changes in its accumulated plan benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 6, the financial statements include investments valued at approximately \$4.1 billion (80% of net assets available for benefits), whose fair values have been estimated in the absence of observable inputs. The estimated market values are based on information provided by the investment managers and general partners. Our opinion is not modified with respect to that matter.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.

- 
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
 - Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) is presented for purposes of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Calibre CPA Group, PLLC

Bethesda, MD
October 8, 2024

UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2023 AND 2022

	2023	2022
Investments - at fair value		
Short-term investments	\$ 210,181,529	\$ 91,669,403
Equity securities	491,650,470	417,944,067
U.S. Government and Government Agency securities	112,935,973	102,012,433
Corporate debt instruments	62,350,368	69,318,251
Registered investment companies (mutual funds)	104,709,589	107,392,790
103-12 investment entities	613,479,220	634,144,532
Partnerships/joint venture interests	3,270,620,982	3,277,144,144
Common collective trusts	237,504,501	194,509,183
Forward contracts, swaps and options - net	<u>53,262,027</u>	<u>(6,126,268)</u>
Total investments	<u>5,156,694,659</u>	<u>4,888,008,535</u>
Investment in U.F.C.W. Unions and Employers Benefits Administration LLC	<u>451,408</u>	<u>601,587</u>
Receivables		
Employers' contribution	80,979	110,325
Sound Retirement Trust contribution	192,381,799	232,498,057
Accrued investment income	24,277,468	4,337,435
Due from other funds	3,585,449	2,585,449
Receivable for investments sold	51,678,513	198,238,406
Withdrawal liability assessments	<u>134,750</u>	<u>158,462</u>
Total receivables	<u>272,138,958</u>	<u>437,928,134</u>
Cash	<u>31,382,886</u>	<u>32,291,925</u>
Total assets	<u>5,460,667,911</u>	<u>5,358,830,181</u>

See accompanying notes to financial statements.

UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
Liabilities		
Accounts payable	\$ 2,427,829	\$ 2,503,322
Accrued supplemental retirement payable	540,167	549,695
Due to U.F.C.W. Benefits Administration, LLC	1,814,937	558,987
Interest payable - short sales	4,766,574	6,821,916
Payable for investments purchased	32,651,804	52,527,809
Pending short sales	62,351,507	19,541,744
Other liabilities	<u>187,007</u>	<u>114,748</u>
Total liabilities	<u>104,739,825</u>	<u>82,618,221</u>
Net assets available for plan benefits	<u>\$ 5,355,928,086</u>	<u>\$ 5,276,211,960</u>

UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2023 AND 2022

	2023	2022
Additions		
Investment income (loss)		
Interest, dividends and other investment income	\$ 44,217,046	\$ (12,249,574)
Appreciation (depreciation) in fair value of investments	425,874,184	(486,867,618)
Total investment income (loss)	<u>470,091,230</u>	<u>(499,117,192)</u>
Depreciation in fair value of investments		
investment in U.F.C.W. Benefits Administration, LLC	<u>(150,179)</u>	<u>(15,643)</u>
Less: investment expense		
Investment management, advisory and		
custodial fees	(21,642,920)	(20,751,133)
Carried interest	(7,921,664)	(14,815,235)
UBIT expense	(681,412)	(1,096,887)
Total investment fees	<u>(30,245,996)</u>	<u>(36,663,255)</u>
Investment income (loss) - net	<u>439,695,055</u>	<u>(535,796,090)</u>
Employer contributions	<u>18,374,180</u>	<u>43,129,150</u>
Transfer from Sound Retirement Trust	<u>10,937,530</u>	<u>1,415,838</u>
Miscellaneous income (expense)	<u>1,030</u>	<u>(34,441)</u>
Total additions	<u>469,007,795</u>	<u>(491,285,543)</u>

See accompanying notes to financial statements.

UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (CONTINUED)

YEARS ENDED DECEMBER 31, 2023 AND 2022

	2023	2022
Deductions		
Pension Benefits	\$ 373,817,721	\$ 356,617,927
Administrative expenses		
Actuarial fees	645,034	741,773
Allocation of administrative costs	3,666,183	2,862,648
Audit fees	218,953	339,943
Contract administration (Washington Meat)	357,542	354,000
Insurance expense	385,019	391,285
Legal fees	709,518	702,066
PBGC premiums	8,840,895	8,392,256
Office and other miscellaneous expenses	650,804	416,122
Total administrative expenses	<u>15,473,948</u>	<u>14,200,093</u>
 Total deductions	 <u>389,291,669</u>	 <u>370,818,020</u>
Net change	79,716,126	(862,103,563)
Net assets available for benefits		
Beginning of year	<u>5,276,211,960</u>	<u>6,138,315,523</u>
End of year	<u>\$ 5,355,928,086</u>	<u>\$ 5,276,211,960</u>

See accompanying notes to financial statements.



UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

DECEMBER 31, 2022

Vested benefits

Retired participants and beneficiaries	\$	3,061,809,810
Terminated vested participants		1,615,094,428
Active participants with vested rights		<u>1,178,123,197</u>
Total vested benefits		<u>5,855,027,435</u>

Non-vested benefits

57,109,555

Present value of operating expenses

212,567,734

Total actuarial present value of accumulated plan benefits as of December 31, 2022 actuarial valuation

\$ 6,124,704,724

**UNITED FOOD AND COMMERCIAL WORKERS
CONSOLIDATED PENSION PLAN**

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

YEAR ENDED DECEMBER 31, 2022

**Actuarial present value of accumulated plan benefits,
January 1, 2022**

\$ 6,003,010,627

Increase/decrease due to

Benefits accumulated and actuarial gain/loss	52,430,765
Interest due to decrease in discount period	440,081,352
Benefits paid	(356,617,927)
Operating expenses paid	<u>(14,200,093)</u>
Net increase	<u>121,694,097</u>

**Actuarial present value of accumulated plan benefits,
December 31, 2022**

\$ 6,124,704,724



UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1. DESCRIPTION OF THE PLAN

The United Food and Commercial Workers (UFCW) Consolidated Pension Plan (the Plan) reflects the merger, effective December 31, 2011, of four separate multi-employer pension plans: the Atlanta Plan, Central Ohio Plan, the Indiana Plan and the North West Ohio Plan (collectively, the Prior Plans). The original effective dates for the Prior Plans were: November 1, 1968 for the Atlanta Plan; May 1, 1968 for the Central Ohio Plan; June 1, 1966 for the Indiana Plan; and June 1, 1964 for the North West Ohio Plan. The actuarial valuation reflects the provisions of each of the Prior Plans, as amended through December 31, 2011. The Plan was amended and restated effective January 1, 2014. This actuarial valuation reflects the provisions of the Plan as amended through the Tenth Amendment, effective January 1, 2022.

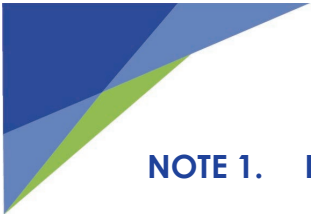
Effective July 1, 2014, certain assets and liabilities relating to Kroger Participants who were previously covered under the Washington Meat Industry Pension Trust (Washington Meat) were transferred to the Plan.

Effective December 31, 2014, certain assets and liabilities relating to Kroger participants who were previously covered under the Central Ohio UFCW Unions and Retail Employers Pension Plan (Central Ohio Retail) were transferred to the Plan.

Effective June 30, 2016, certain assets and liabilities relating to Kroger participants who were previously covered under the UFCW Unions and Participating Employers Pension Fund (Non-Food) were transferred to the Plan, with participation by these transferred participants being retroactive to January 1, 2016. The transfer is reflected in the Third Amendment to the Plan.

Effective June 30, 2016, certain assets and liabilities relating to Kroger participants who were previously covered under the UFCW and Employers Midwest Pension Fund (Midwest) were transferred to the Plan. The transfer is reflected in the Fourth Amendment to the Plan.

Effective January 1, 2019, Kroger associates represented by Local 75 and covered by the Cincinnati Non-Food collective bargaining agreement (CBA), began participation under the Plan. There was no transfer of assets or liabilities attributable to the new bargaining unit group, but these participants accrued benefits starting in the 2019 plan year.



NOTE 1. DESCRIPTION OF THE PLAN (CONTINUED)

Effective January 1, 2020, Kroger associates represented by Local 881 and covered by the Bourbonnais Clerks CBA began participation under the Plan. There was no transfer of assets or liabilities attributable to the new bargaining unit group, but these participants accrued benefits starting in the 2020 plan year.

Effective June 30, 2021, assets and liabilities related to benefits attributable to Kroger under the Sound Retirement Trust were transferred to the Plan. Active Kroger employees who were previously covered under the Sound Retirement Trust do not earn future benefits under the Plan.

Pursuant to the original merger, Kroger and various UFCW Locals entered into a Memorandum of Understanding whereby Kroger was named fiduciary with respect to the investment and custody of plan assets. As fiduciary, Kroger has the power to adopt and amend the investment policy, to appoint or remove investment managers and to select or terminate investment vehicles.

The Plan is a multiemployer defined benefit pension plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Generally, a participant earns one year of credited service for each plan year in which at least 400 hours of service is completed.

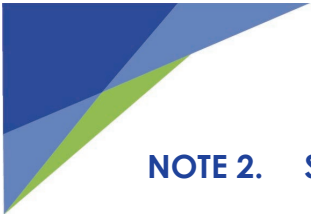
The Plan provides normal, early and disabled retirement benefits as well as various death benefits for credited service earned. In general, the following requirements exist for each type of benefit.

- Normal retirement: the later of the attainment of age 65 or the fifth anniversary of participation in the Plan
- Early retirement: following the later of the attainment of age 55 and ten years of eligible service.
- Disabled retirement: following the completion of at least ten years of eligible service and termination of employment for reason of total and permanent disability as determined by the Social Security Administration.

Normal retirement, early retirement and disabled retirement benefits differ in certain instances with respect to credits earned and benefits accrued under prior plans.

The Trustees established a funding policy and method to promote the purpose of the Trust Fund and to ensure compliance with ERISA. Each employer contributes to the Plan such amounts and at such times as are required by the applicable provisions of the collective bargaining agreements, memorandums of understanding or such other agreements as are approved by the Trustees.

Participants and other interested parties should refer to the summary plan description for more complete information.



NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements are prepared using the accrual basis of accounting. Under this basis, revenue is recognized when earned and expenses are recognized when incurred.

Employer Contributions Receivable - Employer contributions due and unpaid at year end are recorded as contributions receivable. All amounts are deemed collectible, and, accordingly, no allowance for uncollectible accounts has been recorded.

Investments - Investments are reported at fair value. Security transactions are accounted for on the trade date. Dividend income is reported on the ex-dividend date. Interest and income from other investments is reported as earned.

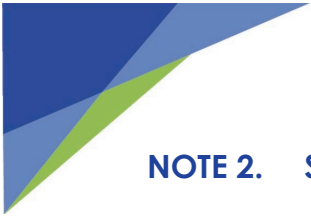
Fair Value Measurements - Accounting standards provide the framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include other significant observable inputs including:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability; and
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.



NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2023.

Short-term investments are primarily cash and cash equivalents which are valued at cost which approximates fair value.

Equity securities are comprised of common and preferred stocks valued based on closing prices on national exchanges.

U.S. Government and Government Agency securities and corporate debt instruments are valued based on quoted market prices or on estimated values if they are not actively traded. Independent pricing services are used for prices that are not actively traded. In some cases where a market or independent pricing service price is not readily available, the custodian will make use of acceptable sources, such as most recent bid price, broker supplied valuations, yield curves, maturities, call features, ratings and developments relating to specific securities to estimate fair value.

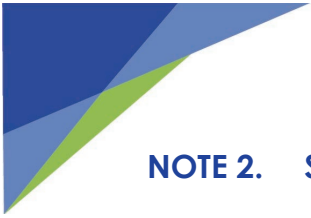
Registered investment companies (mutual funds) are valued based on closing prices on national exchanges.

103-12 Entities and common and collective trusts are primarily commodity funds, mutual funds, and private placement funds. Fair values of investments are based on current market quotations provided by a pricing service or by a broker/dealer experienced in such matters. In determining the value of a particular security, pricing services may use certain information with respect to transactions in such securities, quotations from dealers, market transactions in comparable securities, various relationships between securities, and calculated yield measures based on valuation technology commonly employed in the market for such securities.

Limited partnerships and joint ventures are estimated based on annual independent audits of the respective partnership or joint venture and the Plan's percentage ownership in each of the respective investments.

Forward contracts, swaps and options consist of futures, credit default swaps, interest rate swaps, currency rate swaps and options. Futures contracts are agreements to buy or sell a specified amount of a financial instrument at a particular price on a stipulated future date, unless the contract is sold to another party before the settlement date in order to make a profit or reduce a loss. A futures contract is valued at the last sale price as of the close of the commodities exchange on which it trades. Should no quotes be available for a particular investment, the investment manager will determine the fair market value of such investments based on discounted estimated future cash flows using published historical cumulative default rates and/or discount rates commensurate with the underlying exposure.

Exchange-traded options are valued at their last sales price as of the close of options trading on the applicable exchanges. In the absence of a last sale, options are valued at the average of the quoted "bid" and "ask" prices as of the close of business.



NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

An interest rate swap represents an agreement between two parties to exchange cash flows based on the difference between two interest rates (i.e., an exchange of a floating rate payment for a fixed rate payment) applied to a notional amount for a specified period.

A total return swap represents an agreement between two parties to exchange the return of a financial asset. The underlying asset may be a bond, equity interest or loan.

A credit default swap represents an agreement between two parties whereby the party buying debt protection makes one or more payments to the party selling debt protection in exchange for an undertaking by the seller to make a payment to the buyer following a credit event which may be a net cash amount, or cash in return for physical delivery of one or more obligations of the credit entity (as defined in the contract), and is made regardless of whether the protection buyer has actually suffered a loss. After a credit event and settlement, the contract is terminated.

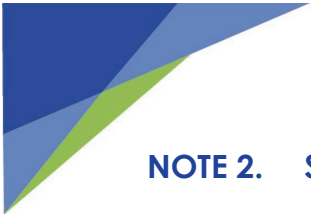
A currency rate swap is a foreign-exchange agreement between two parties to exchange aspects (namely the principal and/or interest payments) of a loan in one currency for equivalent aspects of an equal in net present value loan in another currency.

Fair value of swaps is based upon industry standard valuation techniques that use, where possible, current market-based or independently sourced pricing inputs, such as interest rates, currency exchange rates, or implied volatilities. Factors that may be taken into consideration in fair valuing securities include quotations from independent sources, prices based on comparable securities, indications from dealers who do not stand willing to trade at such prices, liquidity, correlation with the general market indicators and general market conditions.

UFCW Unions and Employers Benefits Administration, LLC - The UFCW Unions and Employers Benefits Administration, LLC. (the Company) provides administrative services to the Plan, the UFCW Unions and Employers Health and Welfare Fund – Atlanta, UFCW Unions and Employers Legal Assistance Fund, UFCW Local No. 1995 Employers Health and Welfare Fund and the South Central UFCW Unions and Employers Health and Welfare Fund. The costs of these administrative services are allocated to the various funds and reimbursed monthly.

The Plan is the sole member of the Company. The net assets of the Company have been included in the net assets available for benefits of the Plan.

Supplemental Retirement Payable - The Board of Trustees has provided a former employee with a supplemental retirement benefit. The balance of that benefit as of December 31, 2023 and 2022 is \$540,167 and \$549,695, respectively, and has been accrued by the Plan.



NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service which employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, (c) present employees or their beneficiaries, and (d) alternate payees under qualified domestic relations orders.

Pension Benefits - Benefit payments to participants are recorded upon distribution.

Administrative Expenses - Expenses incurred in connection with the general administration of the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits.

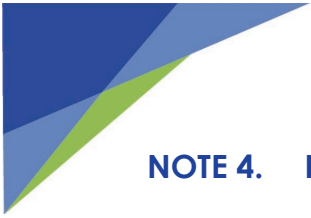
Estimates - The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

New Accounting Pronouncement Adopted - During the year ended December 31, 2023, the Plan adopted the provisions of Accounting Standards Update (ASU) 2016-13, *Financial Instruments – Credit Losses* (Topic 326). This ASU replaced the incurred loss methodology with an expected loss methodology that is referred as the current expected credit loss (CECL) methodology. The ASU requires nonprofit entities to immediately recognize the estimated expected credit losses over the life of a financial instrument, including contributions receivables. The estimate of expected credit losses considers not only historical information, but also current and future economic conditions and events.

The Plan adopted the ASU effective January 1, 2023. The impact of the adoption was not considered material to the financial statements and primarily resulted in additional disclosures.

NOTE 3. TAX STATUS

The Plan obtained its most recent determination letter on April 16, 2016, stating that the Plan was in compliance with the applicable requirements under Section 401(a) of the Internal Revenue Code (IRC) and was, therefore, exempt from federal income taxes under the provisions of Section 501(a). The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. The Plan has unrelated taxable business income which results from certain investments. The Plan has performed an evaluation of its tax positions and, as of December 31, 2023, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. As of December 31, 2023, the statute of limitations for tax years 2020 through 2022 remain open with the U.S. federal jurisdiction and the various states in which the Plan files tax returns.



NOTE 4. PRIORITIES UPON TERMINATION

It is the intent of the Board of Trustees (Trustees) to continue the Plan in full force and effect; however, the right to discontinue the Plan is reserved to the Trustees and bargaining parties. Termination shall not permit any part of the Plan assets to be used for or diverted to purposes other than the exclusive benefit of the pensioners, beneficiaries and participants.

In the event of termination, the net assets of the Plan will be allocated to pay benefits in priorities as prescribed by ERISA and its related regulations. Whether or not a particular participant will receive full benefits should the Plan terminate at some future time will depend on the sufficiency of the Plan's net assets at that time and the priority of those benefits.

In addition, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits and the amount of any individual participant's benefit protection is subject to certain limitations, particularly with respect to benefit increases as a result of plan amendments in effect for less than five years. Some benefits may be fully or partially provided for while other benefits may not be provided at all.

NOTE 5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The most recent actuarial valuations of the Plan were made as of January 1, 2023. Some of the more significant actuarial assumptions used in the January 1, 2023 valuations were:

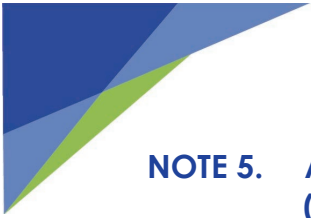
Cost method - Projected unit credit cost method.

Interest rate - 7.50%

Mortality -

- Non-Disabled Mortality:

- Males: RP-2014 Employee and Annuitant Mortality Tables projected from 2014 back to 2006 using Scale MP-2014. Blue collar adjustment; rates set forward 1 year; future generational improvements at 100% of Scale MP-2017 from 2006 through 2017 and 90% of Scale MP-2017 for beyond 2017.
- Females: RP-2014 Employee and Annuitant Mortality Tables projected from 2014 back to 2006 using Scale MP-2014. Blue collar adjustment; rates set forward 1 year; future generational improvements at 100% of Scale MP-2017 from 2006 through 2017 and 90% of Scale MP-2017 for beyond 2017.



NOTE 5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (CONTINUED)

- Disabled Mortality
 - o Males: RP-2014 Employee and Annuitant Mortality Tables projected from 2014 back to 2006 using Scale MP-2014. Blue collar adjustment; rates set forward 1 year; future generational improvements at 100% of Scale MP-2017 from 2006 through 2017 and 90% of Scale MP-2017 for beyond 2017.
 - o Females: RP-2014 Employee and Annuitant Mortality Tables projected from 2014 back to 2006 using Scale MP-2014. Blue collar adjustment; rates set forward 1 year; future generational improvements at 100% of Scale MP-2017 from 2006 through 2017 and 90% of Scale MP-2017 for beyond 2017.

Operating expenses - The normal cost for the plan year includes a load for assumed operating expenses assumed to increase with the Consumer Price Index for All Urban Consumers (CPI-U) over expenses actually paid in the prior plan year.

Cost-of-living - The portion of the pension benefits eligible for Variable Benefit Adjustments are assumed to increase by 2% per year for SRT retired participant and beneficiaries. Otherwise, cost-of-living increases are not assumed in the valuation.

Retirement - Generally, active vested participants are assumed to retire beginning age 55 with all being retired by age 71. Special retirement probabilities are assumed for participants under the prior Washington Meat Plan.

Changes in Actuarial Assumptions - Since the prior valuation, the following assumptions have been changed: The Current Liability interest rate has been increased from 2.22% to 2.55%, in accordance with the change in the IRS prescribed rates. The Current Liability mortality table was updated to the static mortality tables prescribed under IRS Regulations 1.431(c)(6)-1 and 1.430(h)(3)- 1(a)(3) for the 2023 Plan Year.

The above actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining actuarial results. Pension benefits in excess of the present assets of the Plan are dependent upon contributions received under collective bargaining agreements with employers and income from investments.

The computation of the actuarial present value of accumulated plan benefits was made as of January 1, 2023. Had the valuation been performed as of December 31, 2022, there would be no material differences.

Since information on the accumulated plan benefits at December 31, 2023 and the changes therein for the year then ended are not included above, these financial statements do not purport to present a complete presentation of the financial status of the Plan as of December 31, 2023 and the changes in its financial status for the year then ended, but only a presentation of the net assets available for benefits and the changes therein as of and for the year ended December 31, 2023. The complete financial status is presented as of December 31, 2022.

NOTE 6. FAIR VALUE MEASUREMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2023 and 2022:

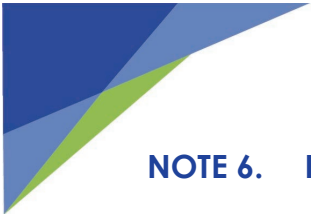
Description	12/31/2023 Total	Quoted Market Price for Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	\$ 210,181,529	\$ 210,181,529	\$ -	\$ -
Equity securities	491,650,470	491,650,470	-	-
U.S. Government and Government Agency securities	112,935,973	19,609,469	93,326,504	-
Corporate debt instruments	62,350,368	-	62,350,368	-
Registered investment companies (mutual funds)	104,709,589	104,709,589	-	-
Forward contracts, swaps and options - net	53,262,027	-	53,262,027	-
Total	1,035,089,956	\$ 826,151,057	\$ 208,938,899	\$ -
Investments measured at net asset value *	4,121,604,703			
Total	\$ 5,156,694,659			

Description	12/31/2022 Total	Quoted Market Price for Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	\$ 91,669,403	\$ 91,669,403	\$ -	\$ -
Equity securities	417,944,067	417,944,067	-	-
U.S. Government and Government Agency securities	102,012,433	17,133,281	84,879,152	-
Corporate debt instruments	69,318,251	-	69,318,251	-
Registered investment companies (mutual funds)	107,392,790	107,392,790	-	-
Forward contracts, swaps and options - net	(6,126,268)	-	(6,126,268)	-
Total	782,210,676	\$ 634,139,541	\$ 148,071,135	\$ -
Investments measured at net asset value *	4,105,797,859			
Total	\$ 4,888,008,535			

*In accordance with Accounting Standards Codification, investments that are measured at net asset value (NAV) per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Authoritative guidance on fair value measurements permits the Plan to measure the fair value of an investment in an investment entity that does not have a readily determinable fair value based upon the NAV per share or its equivalent of the investment. This guidance does not apply if it is probable that the investment will be sold at a value different than NAV.

The Plan's investment in investment entities is subject to the terms of the respective private placement memoranda and governing agreements. Income or loss from investments in these investment entities is net of the Plan's proportionate share of fees and expenses incurred or charged by these investment entities.



NOTE 6. FAIR VALUE MEASUREMENTS (CONTINUED)

In estimating fair value of the investments, the Plan uses the general partner or investment managers' pricing. In substantiating the reasonableness of the pricing data provided by the general partner or investment managers, the Plan evaluates a variety of factors including review of the pricing method, independent third-party valuations, recently executed transactions, economic conditions, and industry and market developments.

Significant changes in market conditions and economic environment may have an effect on the operations and liquidity of the Plan's investment entities and, consequently, may have an impact on their reported NAV's. As a result, the fair value of the Plan's ownership interest in the investment entities may be impacted and, consequently, the NAV of the Plan's capital may also be impacted, and such impact could be significant.

The following table summarizes the Plan's investments in certain entities that calculate NAV per share as fair value measurement as of December 31, 2023 and 2022 by investment strategy:

	Fair Value		Unfunded Commitments		Redemption Frequency	Redemption Notice Period
	2023	2022	2023	2022		
a. 103-12 investment entities	\$ 613,479,220	\$ 634,144,532	\$ -	\$ -	Varies	Varies
b. Partnerships/Joint Venture Interests	3,270,620,982	3,277,144,144	288,671,190	313,558,386	Varies	Varies
c. Common Collective Trusts	237,504,501	194,509,183	-	-	Varies	Varies
	<u>\$ 4,121,604,703</u>	<u>\$ 4,105,797,859</u>				

103-12 Investment Entities - The Plan's investments in this category are comprised of three investments in 103-12 entities. These investments report as direct filing entities.

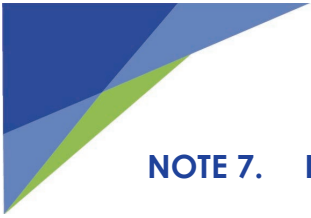
Partnerships/Joint Venture Interests - The Plan's investments in this category is comprised of numerous investments. These investments are generally hedge funds and real estate funds. Hedge funds seek to leverage domestic and international markets. Real estate funds seek gains through investments in varying real estate markets. These investments have varying redemption restrictions notice periods.

Common Collective Trusts - The Plan's investments in this category are comprised of four investments in common collective trusts. These investments report as direct filing entities.

NOTE 7. DERIVATIVE FINANCIAL INSTRUMENTS

The Plan utilizes derivative financial instruments as part of the risk management strategy, as an alternative to purchasing cash-market securities, or for the purpose of obtaining synthetic market beta exposure.

The Plan has entered into forward foreign exchange contracts to offset certain investment exposures from changes in foreign currency exchange rates. Such exposures result from the portion of investments that are denominated in currencies other than U.S. dollar. The forward foreign exchange contracts are generally one year or less. Gains and losses on



NOTE 7. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

foreign exchange contracts are recognized currently. At December 31, 2023, the Plan had commitments of \$4,438,636, for the purchase of foreign currencies at fixed rates. At December 31, 2023, the Plan had commitments of \$4,524,303, respectively, for the sale of foreign currencies at fixed rates, respectively.

With the intent to produce incremental earnings or to mitigate changes in value of portfolio securities, the Plan may engage in purchased or written option transactions. A written option obligates the Plan to deliver (a call), or receive (a put), the contract amount upon exercise by the holder of the option. The option securities are reported as a net asset on the statements of net assets available for benefits and are marked to market based on the option's quoted daily settlement price. At December 31, 2023, the Plan had put options outstanding of \$-0-, and call options outstanding of \$-0-, respectively. Fluctuations in the value of such instruments are recorded as net appreciation (depreciation) on investments held in the statements of changes in net assets available for benefits.

The Plan has entered into interest rate, total return and credit default swap agreements. An interest rate swap represents an agreement between the Plan and a counterparty to exchange cash flows based on the difference between two interest rates (i.e., an exchange of a floating rate payment for a fixed rate payment) applied to a notional amount for a specified period. A total return swap agreement represents a contract between the Plan and a counterparty to exchange the return of a financial asset. The underlying financial asset may be a bond, equity interest, or loan.

A total return swap represents an agreement in which one party makes payments based on a set rate, either fixed or variable, while the other party makes payments based on the return of an underlying asset, which includes both the income it generates and any capital gains. In total return swaps, the underlying asset, referred to as the reference asset, is usually an equity index, a basket of loans, or bonds. The asset is owned by the party receiving the set rate payment.

A credit default swap represents an agreement between the Plan and a counterparty whereby the party buying protection makes one or more payments to the party selling protection in exchange for an undertaking by the seller to make a payment to the buyer following a credit event which may be a net cash amount, or cash in return for physical delivery of one or more obligations of the credit entity (as defined in the contract) and is made regardless of whether the protection buyer has actually suffered a loss. After a credit event and settlement, the contract is terminated.

These swaps are marked to market based upon quotations from market makers and vendors, and the change in value, if any, is reported as net appreciation (depreciation) in investments in the statements of changes in net assets available for benefits. A liquidation payment received or made at the termination of the swap is reported as net appreciation (depreciation) on investments in the statements of changes in net assets available for benefits. Net periodic payments and interest accruals are included as part of net appreciation (depreciation) of investments payment.

NOTE 7. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

Entering into these agreements involves, to varying degrees, elements of credit and market risk in excess of the amounts recognized on the statements of net assets available for benefits. Such risks involve the possibility that there will be no liquid market for these agreements and that the counterparty to the agreements may default on its obligation to perform.

At December 31, 2023, the Plan had recorded assets related to interest rate swap agreements of \$-0- and liabilities of -\$545. The Plan had recorded assets related to total return swap agreements of \$49,846,530 and liabilities of \$2,067,114, at December 31, 2023.

The Plan had recorded assets related to credit default swap agreements of \$181,691 and liabilities of \$562, at December 31, 2023. These represent payments received and made upon entering the swap agreement to compensate for differences between the stated terms of the swap agreement and prevailing market conditions (credit spreads, currency exchange rates, interest rates, and other relevant factors).

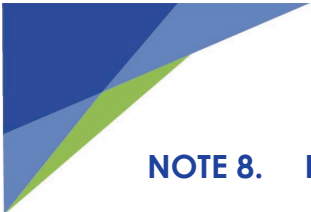
The Plan has entered into currency rate swap agreements. A currency rate swap is a foreign-exchange agreement between two parties to exchange aspects (namely the principal and/or interest payments) of a loan in one currency for equivalent aspects of an equal in net present value loan in another currency. At December 31, 2023, the Plan had recorded assets related to currency rate swap agreements of \$189,493 and liabilities of \$5,984.

At December 31, 2023 and 2022, the summary of derivative financial instruments held along with the unrealized and realized gains and losses reflected in the statements of net assets available for benefits is as follows:

	2023			2022		
	Asset	Liability	Gain/Loss	Asset	Liability	Gain/Loss
Forward foreign exchange contracts - notional value	\$ 35,528,407	\$ (9,159,914)	\$ 741,013	\$ 35,820,258	\$ (10,708,579)	\$ (7,663,967)
Options	-	-	20,723	-	-	9,514
Interest rate swaps	-	(545)	6,852	84,662	-	254,057
Total return swaps	49,846,530	(2,067,114)	57,785,110	5,352,886	(10,829,929)	(142,375,037)
Credit default swaps	181,691	(562)	279,975	90,194	(19,078)	(466,858)
Currency rate swaps	189,493	(5,984)	2,484,839	174,856	(3,587,920)	(6,861,348)
	<u>\$ 85,746,121</u>	<u>\$ (11,234,119)</u>	<u>\$ 61,318,512</u>	<u>\$ 41,522,856</u>	<u>\$ (25,145,506)</u>	<u>\$ (157,103,639)</u>

NOTE 8. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK

Off-balance-sheet risk refers to the possibility that a loss, in an amount exceeding amounts recognized as assets or liabilities in the financial statements, may occur in the future. The Plan is a party to futures contracts with off-balance-sheet risk. Investments sold, but not yet purchased represent obligations of the Plan to purchase the investment in the market at prevailing prices. Accordingly, these transactions result in off-balance-sheet risk, as the Plan's satisfaction of the obligations may exceed the amount recognized in the statements of net assets available for benefits.



NOTE 8. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK (CONTINUED)

Futures contracts are agreements to buy or sell a specified amount of a financial instrument at a particular price on a stipulated future date unless the contract is sold to another party before the settlement date in order to make a profit or reduce a loss. All changes in the value of open futures contracts are settled on a regular basis, usually daily. This daily settlement process acts to ensure performance by all parties to the future contracts.

At December 31, 2023, the Plan had entered into various contracts to purchase and sell futures contracts at specified prices. At December 31, 2023, the Plan had long positions of \$35,528,407 and short positions of \$9,159,914. The gains and losses on contracts to purchase futures and on contracts to sell futures are included in the amount reported in the accompanying financial statements as net appreciation (depreciation) in fair value of investments.

NOTE 9. SOUND RETIREMENT CONTRIBUTIONS RECEIVABLE

During the year ended December 31, 2021, the Sound Retirement Trust (SRT) transferred assets and liabilities into the Plan. At that time, assets of \$192,262,688 were transferred to the Plan from SRT. During the years ended December 31, 2023 and 2022, additional transfers of \$10,937,530 and \$1,415,838, respectively, were made by SRT to the Plan. Additionally, a Memorandum of Understanding was entered into between The Kroger Company (Kroger) and UFCW Local 21 and an additional agreement was entered into between the Plan and Kroger whereby Kroger would make annual installment contributions to satisfy the Transfer Date Underfunding (TDU). These amounts have been recorded as a contribution receivable. As of December 31, 2023, the following amounts are due to the Plan:

Year ended December 31, 2023	\$ 57,561,887
2024	57,561,887
2025	57,561,887
2026	<u>57,159,355</u>
	229,845,016
Discount	<u>(37,463,217)</u>
	<u>\$ 192,381,799</u>

NOTE 10. RISKS AND UNCERTAINTIES

Investment Risk - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.



NOTE 10. RISKS AND UNCERTAINTIES (CONTINUED)

Significant Uncertainties: Plan Benefits - Plan contributions are made, and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties, inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near-term would be material to the financial statements.

NOTE 11. FUNDING POLICY

As described in Note 1, the Plan is the result of numerous mergers. Under terms of a Memorandum of Understanding between Kroger and various UFCW Locals, Kroger is required to make installment payments to fully fund the initial unfunded actuarial accrued liability of the original merger. In addition, Kroger and the Plan have entered into contribution agreements requiring Kroger to make contributions related to subsequent transfers of assets and liabilities. As of December 31, 2023, Kroger has satisfied its contributions requirements related to the initial unfunded liability and all subsequent contribution requirements.

Kroger must also make contributions to satisfy the ongoing funding account obligations associated with the mergers, transfers, or new bargaining unit groups that have entered the Plan without any transfer of assets or liabilities.

The Plan's actuary has advised that the minimum funding requirements of ERISA are being met through December 31, 2023.

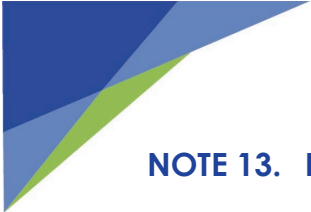
NOTE 12. PARTY-IN-INTEREST TRANSACTIONS

The Plan pays certain investment and administrative fees directly to service providers. These were party-in-interest transactions under ERISA's prohibited transaction exemption requirements and, therefore, not prohibited transactions under ERISA.

NOTE 13. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of additions per the financial statements to the Form 5500 for the year ended December 31, 2023:

Additions per the financial statements	\$ 469,007,795
Add: investment expenses	30,245,996
Less: transfer from Sound Retirement trust	<u>(10,937,530)</u>
Additions per Form 5500	<u>\$ 488,316,261</u>



NOTE 13. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of deductions per the financial statements to the Form 5500 for the year ended December 31, 2023:

Deductions per the financial statements	\$ 389,291,669
Add: investment expenses	<u>30,245,996</u>
Deductions per Form 5500	<u>\$ 419,537,665</u>

NOTE 14. SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 8, 2024, which is the date the financial statements were available to be issued. This review and evaluation revealed no material event or transaction which would require an adjustment to or disclosure in the accompanying financial statements.



SUPPLEMENTAL INFORMATION



Schedule MB, Line 6 - Summary of Plan Provisions

This appendix summarizes the major provisions of the Plan that were reflected in the actuarial valuation. This summary of provisions is not intended to be a comprehensive statement of all provisions of the Plan.

Plan Name

Plan Name, Effective January 1, 2012	Abbreviated Plan Name
UFCW Consolidated Pension Plan	Consolidated Plan

Prior Plan Name	Abbreviated Plan Name
United Food and Commercial Workers Unions and Employers Pension Plan	Atlanta Plan
UFCW Unions and Food Employers Pension Plan of Central Ohio	Central Ohio Plan
Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan	Indiana Plan
Northwest Ohio UFCW Union and Employers Joint Pension Fund	NW Ohio Plan
Washington Meat Industry Pension Trust	Washington Meat Plan
Central Ohio UFCW Unions and Retail Employers Pension Plan	Central Ohio Retail Plan
UFCW Unions and Participating Employers Pension Plan	Non-Food Plan
United Food and Commercial Workers Unions and Employers Midwest Pension Fund	Midwest Plan
Sound Retirement Trust	SRT

Effective December 31, 2011, the Central Ohio Plan, Indiana Plan, and NW Ohio Plan were merged into the Atlanta Plan, thus creating the Consolidated Plan effective January 1, 2012.

Effective July 1, 2014, participants attributable to Kroger who were previously covered under the Washington Meat Plan were transferred from the Sound Plan to the Consolidated Plan.

Effective December 31, 2014, participants attributable to Kroger were transferred from the Central Ohio Retail Plan to the Consolidated Plan.

Effective June 30, 2016, participants attributable to Kroger were transferred from the Non-Food Plan and Midwest Plan to the Consolidated Plan.

Effective June 30, 2021, participants attributable to Kroger were transferred from the Sound Retirement Trust to the Consolidated Plan.

Schedule MB, Line 6 - Summary of Plan Provisions

Plan Sponsor

Board of Trustees of the UFCW Consolidated Pension Fund

EIN / PN

Abbreviated Plan Name	EIN / PN
Consolidated Plan / Atlanta Plan	58-6101602 / 001
Central Ohio Plan	31-6089168 / 001
Indiana Plan	35-6244695 / 001
NW Ohio Plan	34-0947187 / 001
Washington Meat Plan	91-6134141 / 001
Central Ohio Retail Plan	31-6089169 / 001
Non-Food Plan	52-6117495 / 002
Midwest Plan	36-6508328 / 001
SRT Plan	91-6069306 / 001

**Effective Date and
Most Recent
Amendments**

The results in this report reflect the provisions of the Consolidated Plan as amended and restated effective January 1, 2014, through the Tenth Amendment effective January 1, 2022. The results in this report also reflect the provisions of the Atlanta Plan, Central Ohio Plan, Indiana Plan, and NW Ohio Plan as of December 31, 2011; the Washington Meat Plan as of June 30, 2014; the Central Ohio Retail Plan as of December 31, 2014; the Non-Food Plan as of December 31, 2015; the Midwest Plan as of June 30, 2016; and the SRT as of June 30, 2021.

Effective June 30, 2021, certain assets and liabilities relating to Kroger participants who were previously covered under the SRT were transferred into the Consolidated Plan. The transferred assets and liabilities were related to benefits attributable to Kroger under the SRT immediately prior to the transfer. The transfer is reflected in the Ninth Amendment to the Consolidated Plan.

Effective January 1, 2022, the service criterion for Disability Retirement eligibility was changed to 10 years of Eligibility Service for Post-Merger/Post-Transfer accrued benefits and Pre-Merger accrued benefits for the Atlanta Plan. This change in Plan provisions is reflected in the Tenth Amendment to the Consolidated Plan.

Plan Year

The twelve-month period beginning January 1 and ending December 31.

Schedule MB, Line 6 - Summary of Plan Provisions

Employers A participating Employer is any person or entity that has been accepted for participation in the Plan and that is required to contribute to the Plan pursuant to a collective bargaining agreement or participation agreement. Participating Employers include The Kroger Co. ("Kroger"), which is the dominant contributing employer. Non-Kroger Employers ("NKEs") also make contributions to the Consolidated Plan. The Consolidated Plan also includes participants and beneficiaries of inactive employers ("Orphans").

Merger Date The Merger Date is December 31, 2011. This is the date that the Central Ohio Plan, the Indiana Plan, and the NW Ohio Plan were merged into the Atlanta Plan. Benefits earned by Kroger employees on or before the Merger Date are subject to the provisions of the applicable Prior Plan. Benefits earned by Kroger employees after the Merger Date are subject to the provisions of the Consolidated Plan.

Transition Date The Transition Date applies to Non-Kroger Employers and their employees. The Transition Date varies by NKE. For NKEs that adopt a collective bargaining agreement or participation agreement (after the Merger Date) to continue participation in the Consolidated Plan for future service, the Transition Date is based on the adoption date of the new agreement. For NKEs that adopt a collective bargaining agreement or participation agreement (after the Merger Date) to participate in another UFCW pension plan for future service, the Transition Date is based on the expiration date of the previous agreement.

In general, service and benefits earned by NKE employees on or before the Transition Date are subject to the provisions of the applicable Prior Plan. Service and benefits earned by NKE employees after the Transition Date (if any) are subject to the provisions of the Consolidated Plan.

Bargaining Unit Entry Date The Bargaining Unit Entry Date is the date on which a new bargaining unit group first begins participation under the Consolidated Plan pursuant to the terms of a collective bargaining agreement negotiated between Kroger and the UFCW local representing the group.

Bargaining Unit Group	Bargain Unit Entry Date
Cincinnati Non-Food	January 1, 2019
Bourbonnais Clerks	January 1, 2020
Local 700 Clerks	January 1, 2023



Schedule MB, Line 6 - Summary of Plan Provisions

Transfer Dates

Five transfers of assets and liabilities into the Consolidated Plan have taken place after the Merger Date. These transfers, which applied to participants and benefits attributable to Kroger, occurred on the following dates:

Abbreviated Plan Name	Transfer Date
Washington Meat Plan	July 1, 2014
Central Ohio Retail Plan	December 31, 2014
Non-Food Plan	June 30, 2016
Midwest Plan	June 30, 2016
SRT	June 30, 2021

In general, benefits and service earned on or before the Transfer Dates shown above (or December 31, 2015 for participants previously covered under the Prior Non-Food Plan) are subject to the provisions of the applicable Prior Plan.

Transferred participants previously covered under the Prior Washington Meat Plan accrue no future benefits under the Consolidated Plan, but they may earn future eligibility service with respect to their accrued benefit under the Prior Washington Meat Plan as of June 30, 2014.

Transferred participants previously covered under the Prior Central Ohio Retail Plan earn benefits and service on and after January 1, 2015 under the provisions of the Consolidated Plan.

Transferred participants previously covered under the Prior Non-Food Plan earn benefits and service under the provisions of the Consolidated Plan on and after January 1, 2016. For certain participants formerly covered under the Prior Non-Food Plan, the benefit accrued after December 31, 2015 is the greater of the benefit that would have been earned under the Prior Non-Food Plan formula or the benefit earned under the Consolidated Plan's Kroger pay-based formula.

Transferred participants previously covered under the Prior Midwest Plan earn benefits and service under the provisions of the Consolidated Plan on and after July 1, 2016. For certain participants formerly covered under the Prior Midwest Plan, the benefit accrued after June 30, 2016 is the greater of the benefit that would have been earned under the Prior Midwest Plan formula (through December 31, 2022 for some transferred participants) or the benefit earned under the Consolidated Plan's Kroger pay-based formula.

Transferred participants previously covered under the SRT accrue no future benefits under the Consolidated Plan, but they may earn future eligibility service with respect to their accrued benefit under the SRT as of June 30, 2021.

Schedule MB, Line 6 - Summary of Plan Provisions

Participants

A covered employee of a participating Employer who was hired on or before the applicable Merger Date, Transfer Date, or Bargaining Unit Entry Date is a Participant in the Consolidated Plan if he or she had satisfied the eligibility requirements of his or her Prior Plan as of the Merger Date, Transfer Date, or Bargaining Unit Entry Date.

A Kroger employee who was hired after the applicable Merger Date, Transfer Date, or Bargaining Unit Entry Date is a Participant in the Consolidated Plan if he or she has attained age 21 and 1 year of Eligibility Service and contributions to the Consolidated Plan are required on his or her behalf.

A Non-Kroger employee who was hired after the Merger Date is a Participant in the Plan if he or she has satisfied the eligibility requirements of his or her Prior Plan prior to the Transition Date. On or after the Transition Date, such Non-Kroger employee is a Participant in the Plan if he or she has attained age 21 and 1 year of Eligibility Service and contributions to the Consolidated Plan are required on his or her behalf (the same requirements as for a Kroger employee).

Eligibility Service

Eligibility Service is used for purposes of determining participation in the Plan, vesting, and eligibility for retirement and other benefits.

For Plan Years commencing prior to the Merger Date (or, if applicable, the Transfer Date or Bargaining Unit Entry Date), Eligibility Service is determined under the terms of the applicable Prior Plan. Eligibility Service earned under the Prior Plan (or with Kroger for new bargaining unit groups) is considered for determining participation, vesting, and eligibility for benefits under the Consolidated Plan.

For Plan Years beginning on or after the Merger Date (or, if applicable, the Transfer Date or Bargaining Unit Entry Date), an employee earns one year of Eligibility Service for each Plan Year in which he or she completes at least 400 hours of service. (Prior Plan provisions apply to Non-Kroger employees prior to their Transition Date.)

Schedule MB, Line 6 - Summary of Plan Provisions

Credited Service

Credited Service is used for purposes of determining the amount of benefits earned under the Plan.

For Plan Years beginning on or after the Merger Date (or, if applicable, the Transfer Date or Bargaining Unit Entry Date), an employee earns one year of Credited Service for each Plan Year in which he or she completes at least 400 hours of service. (Prior Plan provisions apply to Non-Kroger employees prior to the Transition Date.)

For Plan Years commencing prior to the Merger Date (or, if applicable, the Transfer Date), Credited Service is determined under the terms of the applicable Prior Plan.

For Participants in the Atlanta Plan or the Indiana Plan, Credited Service was limited to 40 years prior to January 1, 2012. There is no limitation on Credited Service under the Consolidated Plan.

Tier I and Teir II Participants

A Tier I Participant is a Kroger Participant in the Prior Atlanta Plan whose date of hire was prior to July 1, 2004, or a Kroger Participant in the Prior Indiana Plan whose date of hire was prior to May 1, 2004.

A Tier II Participant is a Kroger Participant in the Prior Atlanta Plan whose date of hire was on or after July 1, 2004 but prior to January 1, 2010, or a Kroger Participant in the Prior Indiana Plan whose date of hire was on or after May 1, 2004 but prior to June 18, 2008.

Compensation

Compensation for a Participant who is a Kroger employee is used to determine the amount of his or her Post-Merger Accrued Benefit. The Participant's Compensation during the Plan Year includes all wages and pre-tax deferrals.

Post-Merger Accrued Benefit

vs.

Pre-Merger Accrued Benefit

The Post-Merger Accrued Benefit is the benefit accrued by the Participant after the Merger Date (or, if applicable, the Transfer Date or Bargaining Unit Entry Date). The Post-Merger Benefit is payable under the provisions of the Consolidated Plan. Prior Plan provisions also apply to the portion of the Post-Merger Benefit attributable to Non-Kroger Credited Service earned prior to the Transition Date.

The Pre-Merger Accrued Benefit is the benefit accrued by the Participant as of the Merger Date (or the Transfer Date, if applicable). The Pre-Merger Accrued benefit is payable at such time and in such manner as determined under the provisions of the applicable Prior Plan.

Schedule MB, Line 6 - Summary of Plan Provisions

***Post-Merger
Accrued Benefit:
Kroger Credited
Service***

The monthly amount of the accrued benefit earned in a Plan Year after the Merger Date (or, if applicable, the Transfer Date or Bargaining Unit Entry Date) in which the Participant earns a year of Kroger Credited Service is one-twelfth (1/12) of:

- 0.75% of Compensation during such Plan Year, for a Plan Year in which the Participant has five (5) or fewer years of Credited Service (taking into account complete years of Credited Service earned before the Merger Date or if applicable, the Transfer Date or Bargaining Unit Entry Date).
- 1.00% of Compensation during such Plan Year, for a Plan Year in which the Participant has more than five (5) years of Credited Service (taking into account complete years of Credited Service earned before the Merger Date or if applicable, the Transfer Date or Bargaining Unit Entry Date).

Special Rules for Certain Kroger Participants

In the case of (i) a Tier I Participant or (ii) a Tier II Participant who was fully vested in his or her Pre-Merger Accrued Benefit on the Merger Date:

- The monthly amount of the Post-Merger Accrued Benefit earned in a Plan Year shall not be less than the Participant would have earned had the terms of his or her Prior Plan remained in effect for benefit accruals after the Merger Date, including any relevant early retirement “wear-away” provisions or limitations on Credited Service.
- The Compensation described above shall be limited to \$36,000 for the plan year beginning January 1, 2012. The Compensation limit shall increase by 2.0% per year for each subsequent Plan Year.

In the case of (1) a Kroger Participant in the Prior Non-Food Plan or (2) a Kroger Participant in the Prior Midwest Plan:

- The monthly amount of the Post-Transfer Accrued Benefit earned shall be no less than the amount the Participant would have earned had the terms of the applicable Prior Plan remained in effect for benefit accruals and early retirement subsidies after the Transfer Date (or December 31, 2015 for participants previously covered under the Prior Non-Food Plan).
- However, grandfathered Prior Plan benefit accruals and early retirement subsidies described in the bullet above only apply through December 31, 2022 for (1) a Kroger Participant in the Prior Non-Food Plan who was hired after January 1, 2010 or not employed by Kroger as of December 31, 2015 and (2) a Kroger Participant in the Prior Midwest Plan who was hired after December 31, 2011 or not employed by Kroger as of June 30, 2016.

Schedule MB, Line 6 - Summary of Plan Provisions

***Post-Merger
Accrued Benefit:
Non-Kroger
Credited Service***

The monthly amount of the accrued benefit earned in a Plan Year after the Merger Date in which the Participant earns a year of Non-Kroger Credited Service is one-twelfth (1/12) of the applicable contribution rate, times the number of contribution hours during the Plan Year, divided by the "AUCR" in effect for the Plan Year. The applicable contribution rate disregards any contributions required for purposes of paying the Non-Kroger Employer's share of the unfunded liabilities (the "Legacy Contribution Rate").

The "AUCR" is the appropriate unit contribution rate, which may be revised from time to time by the Board of Trustees. The AUCR was initially set at 3.00 and remains unchanged through the plan year beginning January 1, 2023.



Schedule MB, Line 6 - Summary of Plan Provisions

**Pre-Merger
Accrued Benefit:
Atlanta Plan**

The Pre-Merger Accrued Benefit for Participants in the Prior Atlanta Plan is calculated according to the monthly benefit accrual rates summarized below, which vary based on hire dates (or "Tiers") and contribution rates. Tier I Participants are those who were hired before July 1, 2004. Tier II Participants were hired on or after July 1, 2004 and before January 1, 2010. Tier III Participants were hired on or after January 1, 2010. In certain situations, different accrual rates apply to Participants who did not earn Credited Service on or after January 1, 1999.

Monthly Benefit Accrual Rates

For Credited Service Earned:	Tier I	Tier II	Tier III
Prior to 1/1/1989	\$35.00	-	-
From 1/1/1989 to 12/31/1998	\$52.00	-	-
From 1/1/1999 to 6/30/2004	\$52.00	-	-
From 7/1/2004 to 12/31/2007			
Standard Contribution Rate	\$52.00	\$40.75	-
Non-Standard Contribution Rate	\$42.50	\$31.25	-
From 1/1/2008 to 12/31/2009			
Standard Contribution Rate (\$0.55)	\$52.00	\$40.75	-
Non-Standard Contribution Rate (\$0.45 -	\$43.50	\$34.25	-
\$0.54)	\$35.75	\$26.25	-
Non-Standard Contribution Rate (\$0.35 -	\$30.00	\$25.00	-
\$0.44)	\$25.00	\$20.00	-
Non-Standard Contribution Rate (\$0.25)			
Non-Standard Contribution Rate (\$0.20)			
Beginning 1/1/2010			
<i>Rehabilitation Plan Preferred Schedule*</i>			
Pre-2010 Contribution Rate of \$0.35 or	\$40.00	\$30.00	\$16.00
more	\$23.00	\$18.25	\$9.75
Pre-2010 Contribution Rate of \$0.25	\$19.00	\$14.50	\$7.75
Pre-2010 Contribution Rate of \$0.20			

* The accrual rate beginning 1/1/2010 for Participants covered under the Rehabilitation Plan Default Schedule is 1.0% of annual contributions, based on the contribution rate in effect on 1/1/2010 and 1,600 hours for a full year's accrual. For example, if the contribution rate at 1/1/2010 was \$0.55 per hour, the monthly accrual rate is \$8.80 (1.0% x \$0.55 x 1,600 hours).

Schedule MB, Line 6 - Summary of Plan Provisions

Pre-Merger Accrued Benefit:

Central Ohio Plan

The Pre-Merger Accrued Benefit for Participants in the Prior Central Ohio Plan is calculated according to the monthly benefit accrual rates summarized below. Different accrual rates apply to Participants of Employers that did not increase its hourly contribution rate effective January 1, 2005 for those who did not earn Credited Service on or after October 1, 1998.

Monthly Benefit Accrual Rates

For Credited Service Earned prior to 1/1/2005	For Participants who did not work 520 hours after			
	9/30/1991	9/30/1996	9/30/1999	9/30/2005
Contribution rate: < \$0.30	\$14.00	\$15.50	\$23.80	\$32.02
Contribution rate: \$0.30 - \$0.34	\$16.70	\$18.50	\$26.80	\$35.02
Contribution rate: \$0.35 - \$0.39	\$19.40	\$21.50	\$29.80	\$38.02
Contribution rate: \$0.40 - \$0.44	\$22.25	\$24.70	\$33.00	\$41.22
Contribution rate: \$0.45 - \$0.52	\$25.00	\$27.75	\$36.05	\$44.47
Contribution rate: \$0.53 - \$0.55	\$29.40	\$32.60	\$40.90	\$49.12
Contribution rate: \$0.56 +	\$30.00	\$33.30	\$41.60	\$49.82

For Credited Service Earned from 1/1/2005 to 12/31/2006	Contribution Rates			Accrual Rate
	for 2005	for 2006		
	under \$0.35	under \$0.43		\$22.20
	\$0.35 - \$0.39	\$0.43 - \$0.47		\$25.20
	\$0.40 - \$0.44	\$0.48 - \$0.52		\$28.20
	\$0.45 - \$0.49	\$0.53 - \$0.57		\$31.40
	\$0.50 - \$0.57	\$0.58 - \$0.65		\$34.45
	\$0.58 - \$0.60	\$0.66 - \$0.68		\$39.30
	\$0.61 +	\$0.69 +		\$40.00

For Credited Service Earned from 1/1/2007 to 4/30/2009	Contribution Rates				Accrual Rate
	General 2007 and 2008	Cincinnati 2008 only	General 2009 only	Dayton/Eaton 2009 only	
	\$0.75 - \$0.79	-	-	-	\$15.76
	\$0.80 - \$0.84	\$0.85 - \$1.10	\$0.85 - \$0.99	\$0.80 - \$1.00	\$17.11
	\$0.85 - \$0.89	-	-	-	\$18.55
	\$0.90 - \$0.97	-	\$1.00 - \$1.10	-	\$19.92
	\$0.98 - \$1.00	-	-	-	\$22.10
	\$1.01 +	\$1.11 +	\$1.11 +	\$1.01	\$22.42

For Credited Service Earned from 5/1/2009 to 12/31/2009	Accrual Rate
	\$0.00

For Credited Service Earned from 1/1/2010 to 12/31/2011	Employer	Accrual Rates
	Kroger (Tiers I, II, III)	\$10.00 / \$15.00 / \$20.00
	Central Ohio	\$20.00
	Southwest	\$20.00
	Great Scot (Tiers I, II, III)*	\$10.00 / \$15.00 / \$16.52
	Mansfield*	\$10.00
	UFCW Local 1059	\$20.00
	UFCW Local 75	\$20.00

* Effective 1/1/2011 instead of 1/1/2010

Schedule MB, Line 6 - Summary of Plan Provisions

Pre-Merger Accrued Benefit

Indiana Plan

The Pre-Merger Accrued Benefit for Participants in the Prior Indiana Plan is calculated according to the monthly benefit accrual rates summarized below, which vary based on hire dates (or "Tiers") and the number of years of Credited Service. Tier I Participants are those who were hired before May 1, 2004. Tier II Participants were hired on or after May 1, 2004 and before June 18, 2008. Tier III Participants were hired on or after June 18, 2008.

Monthly Benefit Accrual Rates

For Credited Service Earned:	Tier I	Tier II	Tier III
Prior to 1/1/1997			
For Credited Service up to 10 years	\$42.50	-	-
For Credited Service from 10 to 20 years	\$48.75	-	-
For Credited Service from 20 to 40 year	\$55.50	-	-
From 1/1/1997 to 6/30/2004			
For Credited Service up to 10 years	\$42.50	\$42.50	-
For Credited Service from 10 to 20 years	\$48.75	\$48.75	-
For Credited Service from 20 to 40 year	\$55.50	\$55.50	-
From 7/1/2004 to 12/31/2008			
For Credited Service up to 10 years	\$40.25	\$35.00	-
For Credited Service from 10 to 20 years	\$48.25	\$35.00	-
For Credited Service from 20 to 40 years	\$53.50	\$35.00	-
From 1/1/2009 to 12/31/2011			
For Credited Service up to 10 years	\$36.25	\$31.50	\$20.00
For Credited Service from 10 to 20 years	\$43.50	\$31.50	\$20.00
For Credited Service from 20 to 40 years	\$48.25	\$31.50	\$20.00
Beginning 1/1/2012			
<i>Rehabilitation Plan Preferred Schedule</i>			
For Credited Service up to 10 years	\$36.25	\$30.00	\$16.00
For Credited Service from 10 to 20 years	\$40.00	\$30.00	\$16.00
For Credited Service from 20 to 40 years	\$40.00	\$30.00	\$16.00

Exceptions to the accrual rates shown above include the following:

- Different accrual rates may apply to Participants who did not earn Credited Service on or after 1/1/2000.
- For a Participant who is an employee of Wetterau/Sheridan IGA, the accrual rate is \$16.55 for all Credited Service, regardless of hire date.
- For a Participant who is an employee of Wiseway and who was hired after 11/26/1990 but prior to 1/19/2000, the benefit rate is \$15.90 for Credited Service earned prior to 1/1/2009, \$14.30 for Credited Service earned on or after 1/1/2009 and before 1/1/2012, and \$13.50 for Credited Service earned on or after 1/1/2012. Employees of Wiseway hired on or after 1/19/2000 do not participate in the Plan.

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**Pre-Merger
Accrued Benefit:
NW Ohio Plan**

The Pre-Merger Accrued Benefit for Participants in the Prior NW Ohio Plan is calculated according to the monthly benefit accrual rates summarized below. Different accrual rates apply to Participants who did not earn Credited Service on or after January 1, 1994.

Monthly Benefit Accrual Rates (Prior to Rehabilitation Plan)

For Credited Service Earned:	<u>Years of Credited Service</u>	
	Up to 30	Over 30
Prior to 1/1/1998		
Contribution rate of less than \$0.25	\$17.00	\$22.66
Contribution rate of \$0.25 to \$0.29	\$24.00	\$32.00
Contribution rate of \$0.30 to \$0.34	\$31.00	\$41.33*
Contribution rate of \$0.35 or more	\$31.00	\$41.33*
From 1/1/1998 to 12/31/1998		
Contribution rate of less than \$0.25	\$17.00	\$22.66
Contribution rate of \$0.25 to \$0.29	\$24.00	\$32.00
Contribution rate of \$0.30 to \$0.34	\$31.00	\$41.33
Contribution rate of \$0.35 or more	\$36.00	\$48.00
From 1/1/1999 to 12/31/2004		
Contribution rate of less than \$0.25	\$26.00	\$34.66
Contribution rate of \$0.25 to \$0.29	\$33.00	\$44.00
Contribution rate of \$0.30 to \$0.34	\$40.00	\$53.33
Contribution rate of \$0.35 or more	\$45.00	\$60.00
From 1/1/2005 to RP Schedule Adoption Date		
Contribution rate of less than \$0.25	\$17.00	\$22.66
Contribution rate of \$0.25 to \$0.29	\$22.00	\$29.33
Contribution rate of \$0.30 to \$0.34	\$27.00	\$36.00
Contribution rate of \$0.35 or more	\$30.00	\$40.00

* Different rates apply to Credited Service over 30 years earned prior to 1/1/1990.

Monthly Benefit Accrual Rates (Reflecting Rehabilitation Plan)

Contribution Rate at 1/1/2010	Pre-Rehab Plan Accrual <u>Years of Credited Service</u>		Post-Rehab Plan Accrual	
	Up to 30	Over 30	1% of Contributions	Flat Dollar
\$0.200	\$17.00	\$22.66	\$3.64	\$5.00
\$0.250	\$22.00	\$29.33	\$4.55	\$5.00
\$0.360	\$30.00	\$40.00	\$6.55	\$5.00
\$0.460	\$30.00	\$40.00	\$8.37	\$5.00
\$0.480	\$22.00	\$29.33	\$8.74	\$10.00
\$0.513	\$30.00	\$40.00	\$9.34	\$10.00
\$0.573	\$30.00	\$40.00	\$10.43	\$10.00
\$0.613	\$30.00	\$40.00	\$11.16	\$10.00
\$0.630	\$30.00	\$40.00	\$11.47	\$15.00
\$0.743	\$30.00	\$40.00	\$13.52	\$20.00
\$0.763	\$30.00	\$40.00	\$13.89	\$20.00



Schedule MB, Line 6 - Summary of Plan Provisions

Pre-Merger Accrued Benefit:

The effective dates and types of Rehabilitation Plan ("RP") Schedules as adopted by the bargaining parties are:

NW Ohio Plan (cont.)

Employer	Rehabilitation Plan Schedule
Brennan Trucking	Not yet elected, as of 1/1/2012
CVS	1% of contributions, effective 8/15/2010
Great Scot	1% of contributions, effective 9/19/2010
The Kroger Co.	Flat dollar approach, effective 8/15/2010
NEBA	Flat dollar approach effective 8/15/2010
Rite Aid	1% of contributions, effective 8/15/2010
Rite Price Foods	Not yet elected, as of 1/1/2012

Pre-Transfer Accrued Benefit:

The accrued benefit as of June 30, 2014 for Participants in the Prior Washington Meat Plan is calculated according to the following monthly benefit accrual formula.

Washington Meat Plan

- \$6.00 per year of Past Service earned prior to the Contribution Date, up to 25 years, plus
- \$5.00 per year of Future Service earned between July 1, 1958 and June 30, 1960, plus
- \$10.00 per year of Future Service earned between July 1, 1960 and June 30, 1967, plus
- 5.60% of the contributions received on the participant's behalf from July 1, 1967 through September 30, 2004, plus
- 2.15% of the contributions received on the participant's behalf from October 1, 2004 through October 31, 2007, plus
- 1.35% of the contributions received on the participant's behalf from November 1, 2007 through June 30, 2014.

Benefits earned between July 1, 1967 and July 1, 1975 are increased by 30% and benefits earned between July 1, 2001 and July, 2004 are increased by 50%.

For contributions received from September 30, 2004 through October 31, 2007, 10/13 of contributions are credited toward benefit accruals.

For contributions received after October 31, 2007, 10/16 of contributions are credited toward benefit accruals.

Contributions attributable to contribution rate increases under the Washington Meat Rehabilitation Plan are not counted toward benefit accruals.

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***Pre-Transfer
Accrued Benefit:***

***Central Ohio
Retail Plan***

The accrued benefit as of December 31, 2014 for Participants in the prior Central Ohio Retail Plan is calculated according to the following monthly benefit accrual formula.

- \$29.50 multiplied by participant's years of Benefit Service earned prior to January 1, 2000, plus
- \$36.50 multiplied by participant's years of Benefit Service earned after December 31, 1999 and prior to January 1, 2004, plus
- \$29.50 multiplied by participant's years of Benefit Service earned after December 31, 2003 and prior to January 1, 2006, plus
- \$17.50 multiplied by participant's years of Benefit Service earned after December 31, 2005 and prior to January 1, 2010, plus
- \$13.50 multiplied by participant's years of Benefit Service earned after December 31, 2009 and prior to January 1, 2015.

For Participants hired after December 31, 2005, the accrued benefit is \$14.00 for Benefit Service earned before January 1, 2010 and \$10.00 for Benefit Service earned on and after January 1, 2010. These rates also apply to any Benefit Service earned after a rehire date after December 31, 2015.

***Pre-Transfer
Accrued Benefit:
Non-Food Plan***

The monthly accrued benefit as of December 31, 2015 for Participants in the Prior Non-Food Plan is equal to years of Credited Service multiplied by the applicable benefit rate in the chart below:

Recognized Cont. Rate	Full-Time Benefit Rate	Part-Time Benefit Rate
\$0.05	\$7.13	\$3.56
\$0.08	\$11.25	\$5.62
\$0.12	\$16.75	\$8.37
\$0.15	\$20.13	\$10.06
\$0.18	\$22.25	\$11.12
\$0.21	\$24.00	\$12.00
\$0.24	\$26.13	\$13.06
\$0.27	\$28.13	\$14.06
\$0.30	\$30.13	\$15.06
\$0.33	\$32.13	\$16.06
\$0.40	\$36.80	\$18.40

Note that in some cases, the recognized contribution rate in the chart above may be less than the bargained contribution rate.

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**Pre-Transfer
Accrued Benefit:**

Midwest Plan

The monthly accrued benefit as of June 30, 2016 for Participants in the Prior Midwest Plan is equal to the accrued benefit as of January 1, 2005 plus years of service after January 1, 2005 multiplied by the applicable pension rate in the chart below:

Base Hourly Cont. Rate	Pension Rate				
	Year				
	2005	2006	2007	2008-2010	2011+
\$0.17	\$10.00	\$10.00	\$10.00	\$4.00	\$2.00
\$0.22	\$12.00	\$12.00	\$12.00	\$6.00	\$3.00
\$0.27	\$14.00	\$14.00	\$14.00	\$8.00	\$4.00
\$0.32	\$16.00	\$16.00	\$16.00	\$16.50	\$5.00
\$0.37	\$18.00	\$18.00	\$18.00	\$16.50	\$7.00
\$0.42	\$20.00	\$20.00	\$20.00	\$16.75	\$9.00
\$0.47	\$22.00	\$22.00	\$22.00	\$18.00	\$11.00
\$0.52	\$48.00	\$48.00	\$48.00	\$20.00	\$13.00
\$0.57	\$53.00	\$53.00	\$53.00	\$22.00	\$15.00
\$0.62	\$53.00	\$53.00	\$53.00	\$24.00	\$16.00
\$0.67	-	\$53.00	\$53.00	\$48.00	\$32.00
\$0.72	-	-	\$53.00	\$53.00	\$35.00

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Pre-Transfer Accrued Benefit:

The monthly accrued benefit as of June 30, 2021 for Participants in the SRT is calculated according to the following monthly benefit accrual formula.

SRT

Retail Clerks:

- \$5.98 for each year of credited past service prior to the contribution date, plus
- 7.10% of contributions made on the participant's behalf until October 1, 2002, 6.34% from October 1, 2002 through August 31, 2003, and 3.00% (after reduction by any supplemental and Rehabilitation Plan contributions) beginning September 1, 2003.

The maximum number of years of credited past service for a participant is determined according to the effective date of coverage as follows:

Effective Date of Coverage	Maximum Credited Past Service
10/1/65 to 9/30/82	20 years
10/1/82 to 9/30/83	18 years
10/1/83 to 9/30/84	16 years
10/1/84 to 9/30/85	14 years
10/1/85 to 9/30/86	12 years
10/1/86 and later	10 years

Retail Drug:

- The monthly accrued benefit earned as of September 30, 2008 under the former Retail Drug Plan and 3.00% times 5/7ths of contributions made on the participant's behalf (after reduction by any supplemental and Rehabilitation Plan contributions) beginning October 1, 2008.

Washington Meat:

- The monthly accrued benefit earned as of June 30, 2014 under the former Washington Meat Plan (to the extent that such benefit was not transferred to the Consolidated Plan as of that date) and 3.00% of contributions made on the participant's behalf (after reduction by any supplemental and Rehabilitation Plan contributions) beginning July 1, 2014.
- Note that the monthly accrual rate was 1.35% of contributions from July 1, 2014 through the adoption of the Preferred Schedule of the Rehabilitation Plan.

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Normal Retirement In general, the Normal Retirement Date is the later of the attainment of age 65 or the fifth anniversary of participation in the Plan.

The Normal Retirement Date is different, however, with respect to certain benefits accrued under Prior Plans, as summarized below:

Prior Plan	Normal Retirement Date
Atlanta	Subject to the exceptions below, for benefits accrued under the Atlanta Plan through the earlier of December 31, 2011 or the date of termination, the Normal Retirement Date is the later of age 65 or the fifth anniversary of participation: • <u>6/30/2004 Frozen Benefit</u>: For benefits accrued as of June 30, 2004, the Normal Retirement Date is the later of age 62 or the fifth anniversary of participation. • <u>12/31/2012 Frozen Benefit</u>: (or the 12/31/2009 Frozen Benefit for Participants under the Default Schedule of the Atlanta Plan's Rehabilitation Plan): with respect to benefits accrued on or before December 31, 2007, the Normal Retirement Date is the later of age 63 or the fifth anniversary of participation (on or after January 1, 2008, the later of age 65 or the fifth anniversary of participation).
Central Ohio	Normal Retirement Date is the later of age 65 or 5 years of vesting service. For benefits accrued as of March 14, 1984, the Normal Retirement Date is the later of age 60 or attainment of 10 years of vesting service.
Indiana	Subject to the exceptions below, the Normal Retirement Date is the later of age 65 or 5 years of participation: • For Kroger, Grace Foods or Local 700 participants hired before May 1, 2004 and Wise Way employees hired before January 19, 2000: - o Accrued benefit as of December 31, 2010: the later of age 60 or the fifth anniversary of participation. - o Accrued benefit from January 1, 2011 through December 31, 2011: the later of age 62 or the fifth anniversary of participation.
Northwest Ohio	Normal Retirement Date is the later of age 65 or 5 years of vesting service.
Washington Meat	Normal Retirement date is age 65 and the earlier of: • 5 years of service (including at least 1 year of credited future service); or • 5 years of participation on or after age 65 (either as an active participant or inactive participant earning uncovered hours of employment).

Schedule MB, Line 6 - Summary of Plan Provisions

Normal Retirement (cont.)

Prior Plan	Normal Retirement Date
Central Ohio Retail	If a Participant was employed by an Employer in a position covered by a CBA on or before December 31, 2005: - with respect to an accrued benefit as of December 31, 2009, the Normal Retirement Date is age 62. - with respect to an accrued benefit earned after December 31, 2009, the Normal Retirement Date is age 65. If a Participant was not employed by an Employer in a position covered by a CBA on or before December 31, 2005, the Normal Retirement Date is age 65 or the earlier of: 10 years of participation; or - the earlier of: 5 years of participation if all five years occurred after December 31, 1987 or 5 years of vesting service.
Midwest	For benefits accrued on or after January 1, 2011, Normal Retirement Date is the later of age 65 or 5 years of participation. Accruals before January 1, 2011, Normal Retirement Date ("NRD") is determined as follows: - If Participant accrued 400 or more hours of Covered Employment in any calendar year after 1991 and does not receive any pension payments for a month prior to 3/1/94, NRD is the later of age 60 or 5 years of participation. - If Participant accrued 400 or more hours of Covered Employment in any calendar year after 1987 and does not receive any pension payments for a month prior to 6/1/90, NRD is the later of age 62 or 10 years of Eligibility Service (or 5 years of Eligibility Service for Participants not covered by a CBA). - If Participant does not satisfy (i) or (ii) above, NRD is the later of age 65 or 10 years of Eligibility Service (including at least 1 year of Eligibility Service after 1974). - If Participant does not satisfy (i), (ii) or (iii) above, NRD is the later of age 65 or 5 years of participation, provided that Participant has not incurred a Break Year within such 5 year period.
Non-Food	Normal Retirement Date is the later of age 65 or: 5 years of Credited Service or 5 years of Vesting Service; or - if Participant commences participation in the Plan within 5 years before age 65, 5 years of participation.
SRT	Normal Retirement Date is the later of (1) age 65 and 5 years of Credited Service or (2) age 65 and 5 years of participation.

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Normal Retirement (cont.) The benefit accrued as of the Normal Retirement Date is actuarially increased to the extent that commencement is delayed past the Normal Retirement Date, provided the participant is not engaged in covered employment ("suspension of benefits"). Pre-Merger and Pre-Transfer benefit will be subject to the suspension rules of the prior plan. Suspension of benefits does not apply, however, to Pre-Merger Accrued Benefits under the Prior Atlanta Plan and Prior Indiana Plan.

Early Retirement The accrued benefit earned after the Merger Date (or, if applicable, the Transfer Date or Bargaining Unit Entry Date) may be received prior to the Normal Retirement Date following the later of attainment of age 55 and ten (10) years of Eligibility Service. The accrued benefit is actuarially reduced to the extent that the commencement date precedes the Normal Retirement Date. (Prior Plan provisions apply to the portion of the Post-Merger Benefit attributable to Non-Kroger Credited Service earned prior to the Transition Date.)

The accrued benefit earned on or before the Merger Date (or the Transfer Date, if applicable) may be payable prior to the Normal Retirement Date under the provisions of the applicable Prior Plan, as summarized below:

Prior Plan	Early Retirement Provisions
Atlanta	• Eligibility following the later of attainment of age 55 and ten (10) years of Eligibility Service. • The benefit payable is the greatest of the following three amounts: - o <u>6/30/2004 Frozen Benefit</u>: The accrued benefit as of June 30, 2004, reduced by 0.47619% per month that the commencement date precedes the Normal Retirement Date (age 62). - o <u>12/31/2012 Frozen Benefit</u>: The accrued benefit as of December 31, 2012, reduced by 0.47619% per month that the commencement date precedes age 63 (for the portion accrued as of December 31, 2009) and actuarially reduced to the extent that the commencement date precedes age 65 (for the portion accrued from January 1, 2010 through December 31, 2012). - o <u>Total Service Benefit</u>: The total service accrued benefit, actuarially reduced to the extent that the commencement date precedes the Normal Retirement Date (age 65).

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Early Retirement (cont.)

Prior Plan	Early Retirement Provisions
Central Ohio	• Eligibility following the later of attainment of age 55 and ten (10) years of Vesting Service. • For participants who were either (1) in covered employment on January 1, 2012 or (2) in covered employment on or after January 31, 2010 and retired and commenced benefits on or after February 1, 2010, the benefit payable is the sum of: - o The accrued benefit as of March 14, 1984 actuarially reduced to the extent the commencement date precedes the Normal Retirement Date (age 60 with 10 years of vesting service), and - o The accrued benefit after March 14, 1984 reduced by 1/2% per month that the commencement date precedes the Normal Retirement Date (age 65). • For other participants, the benefit payable is the greater of: - o The accrued benefit as of March 14, 1984 actuarially reduced to the extent the commencement date precedes age 60, or - o The total service accrued benefit reduced by 1/2% per month that the commencement date precedes age 65.
Indiana	• Eligibility following the later of attainment of age 55 and five (5) years of Eligibility Service. • The accrued benefit is actuarially reduced to the extent the commencement date precedes the Normal Retirement Date(s).
NW Ohio	• Eligibility following the later of attainment of age 55 and five (5) years of Vesting Service (including at least 500 hours of Covered Employment after age 50 ½). • The accrued benefit is reduced by 1/2% per month that the commencement date precedes the Normal Retirement Date (age 65).
Washington Meat	• Eligibility following the later of attainment of age 55 and five (5) years of Credited Service (including at least 1 year of Credited Future Service). • The accrued benefit is actuarially reduced to the extent the commencement date precedes the Normal Retirement Date (age 65). • "Rule of 85": No reduction for early retirement applies to the accrued benefit as of July 1, 2010 for participants retiring from active service with age plus service of at least 85.

Schedule MB, Line 6 - Summary of Plan Provisions

Early Retirement (cont.)

Prior Plan	Early Retirement Provisions
Central Ohio Retail	- Eligibility following the later of attainment of age 55 and ten (10) years of Vesting Service (or 5 years of Vesting Service prior to January 1, 2006 in a position covered by a CBA requiring contributions to the Plan). - The accrued benefit as of December 31, 2009 reduced by 1/4% per month that the commencement date precedes age 62 plus the accrued benefit from January 1, 2010 through December 31, 2014 reduced by 1/2% per month that the commencement date precedes age 65.
Non-Food	- Eligibility following the later of attainment of age 55 and fifteen (15) years of Benefit Service. - The accrued benefit is reduced by 1/2 of 1% for each month the commencement date precedes Age 60. - Eligibility following the later of attainment of age 60 and ten (10) years of Benefit Service. - The accrued benefit is without reduction for commencement prior to Normal Retirement Date.
Midwest	- Eligibility following the later of attainment of age 55 and ten (10) years of Eligibility Service. The age requirement is age 54 if the Participant has 400 hours of covered employment during the calendar year in which the Participant reaches his or her 54th birthday. - For benefits earned prior to January 1, 2011, the accrued benefit is reduced 1/3rd of 1% for each full month between the commencement date and the Normal Retirement Date. - For benefits earned after December 31, 2010, the accrued benefit is actuarially reduced from age 62.

Schedule MB, Line 6 - Summary of Plan Provisions

Early Retirement (cont.)

Prior Plan	Early Retirement Provisions
SRT	- Eligibility following the later of attainment of age 55 and five years of Credited Service. <i>Standard Reduced Pension.</i> For those participants retiring from active service having never been an inactive vested participant, or have returned to active service to work at least 750 hours for five consecutive years, the benefit is reduced 1/2 of 1% for each month retirement age is younger than age 63 and 1/3 of 1% for each month retirement age is younger than age 60. <i>Modified Reduced Pension.</i> For those participants retiring from active service after having been an inactive vested participant, and returned to active service to work at least 750 hours in greater than one but less than five consecutive years, the benefit is reduced 2/3 of 1% for each month retirement age is younger than age 65 and 5/12 of 1% for each month retirement age is younger than age 60. <i>Unreduced Retail Drug Benefit.</i> Retail Drug participants can retire at any age with 30 years of Credited Service. This applies to the benefit earned prior to September 30, 2008. <i>Former Retail Drug Participants.</i> For Retail Drug participants, the benefit will not be less than the benefit earned as of September 30, 2008, reduced using early retirement reductions applicable in the former Retail Drug Plan. <i>Former Washington Meat Plan Participants.</i> For former Washington Meat plan participants, the early retirement benefit for the accrued benefit as of June 30, 2014 (to the extent that such benefit was not transferred to the Consolidated Plan as of that date), is based on the applicable early retirement factors available in that plan. Active members, who have not incurred a break-in-service, are covered under the Preferred Schedule of the Rehabilitation Plan, and for those who qualify for the Washington Meat Rule of 85, the early retirement benefit for the accrued benefit as of June 30, 2014 (to the extent that such benefit was not transferred to the Consolidated Plan as of that date) cannot be less than the unreduced accrued benefit as of July 1, 2010. <i>Unreduced Retail Clerks Benefit.</i> Retail Clerks who retired from active service prior to the later of January 1, 2017 and the date they became covered under a bargaining agreement that adopted the 2016 Rehabilitation Plan, were able to receive their accrued benefit as of August 31, 2003 without reduction

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Disability Retirement

The accrued benefit earned after the Merger Date (or, if applicable, the Transfer Date or Bargaining Unit Entry Date) is payable as a disability benefit following the completion of at least twenty (10) years of Eligibility Service and termination of employment for reason of total and permanent disability as determined by the Social Security Administration. Note that eligibility prior to January 1, 2022 required at least twenty (20) years of Eligibility Service. (Prior Plan provisions apply to the portion of the Post-Merger Benefit attributable to Non-Kroger Credited Service earned prior to the Transition Date.)

The accrued benefit earned on or before the Merger Date (or the Transfer Date, if applicable) is payable as a disability benefit under the provisions of the applicable Prior Plan, as summarized below:

Prior Plan	Disability Retirement Provisions
Atlanta	- Eligibility following the completion of ten (10) years of Eligibility Service, termination of employment for reason of total and permanent disability, and covered under the Preferred Schedule of the Rehabilitation Plan. Note that eligibility prior to January 1, 2022 required at least fifteen (15) years of Eligibility Service. - The disability benefit is the accrued benefit without reduction for commencement prior to the Normal Retirement Date(s).
Central Ohio	No disability benefit is available for commencements on or after January 1, 2010.
Indiana	No disability benefit is available for commencements on or after January 1, 2009.
NW Ohio	No disability benefit is available for commencements on or after January 1, 2010.
Washington Meat	- Eligibility following the completion of five (5) years of Credited Service (at least one of which is Credited Future Service), earned in either of the two Plan Years before the Plan Year of the Participant's disability, and termination of employment for reason of total disability. - The disability benefit is the accrued benefit without reduction for commencement prior to the Normal Retirement Date.
Central Ohio Retail	No disability benefit is available for commencements on or after January 1, 2010.

Schedule MB, Line 6 - Summary of Plan Provisions

Disability Retirement (cont.)

Prior Plan	Disability Retirement Provisions
Non-Food	- Eligibility following the completion of ten (10) years of Credited Service and having incurred a Disability as determined by SSA prior to the date the participant terminated covered employment. - The disability benefit is the accrued benefit without reduction for commencement prior to the Normal Retirement Date
Midwest	- Eligibility following the completion of ten (10) years of Eligibility Service (with a partial year of Credited Service in 2008 or later or worked at least one Hour of Service in 2009 or later), and termination of employment due to Disability as determined by SSA or the Trustees from which the participant has suffered for at least 6 months. - The disability benefit is the accrued benefit without reduction for commencement prior to the Normal Retirement Date
SRT	- Eligibility following the completion of five (5) years of Credited Service, including at least one year of Future Service, at least one year of Credited Service in the two consecutive plan years preceding the date of disability, and total and permanent disability while an active participant. - The disability benefit is equal to the early retirement benefit with additional reductions of 1/3 of 1% for each month retirement age is younger than age 55. The benefit payable after reduction cannot be less than 30% of the accrued benefit amount.

Schedule MB, Line 6 - Summary of Plan Provisions

Terminated Vested Retirement

The accrued benefit earned after the Merger Date (or, if applicable, the Transfer Date or Bargaining Unit Entry Date) may be received prior to the Normal Retirement Date under the same benefit provisions as for early retirement for participants with five (5) years of Eligibility Service who terminate employment prior to age 55. (Prior Plan provisions apply to the portion of the Post-Merger Benefit attributable to Non-Kroger Credited Service earned prior to the Transition Date.)

The accrued benefit earned on or before the Merger Date (or Transfer Date, if applicable) may be payable prior to the Normal Retirement Date(s) to a vested Participant who is not eligible for an early retirement benefit or disability retirement benefit under the provisions of the applicable Prior Plan, as summarized below:

Prior Plan	Terminated Vested Retirement Provisions
Atlanta	- Eligibility following the later of attainment of age 55 and five (5) years of Eligibility Service. - The benefit payable is the greater of the following two amounts: <u>6/30/2004 Frozen Benefit</u>: The accrued benefit as of June 30, 2004, actuarially reduced to the extent that the commencement age precedes age 62 (for the "Frozen Amount," the portion accrued through December 31, 2001) or age 65 (for the "Current Amount," the portion accrued from January 1, 2002 through June 30, 2004). <u>Total Service Benefit</u>: The total service accrued benefit, actuarially reduced to the extent that the commencement date precedes the Normal Retirement Date (age 65).
Central Ohio	- Eligibility following the later of attainment of age 55 and ten (10) years of Vesting Service. - The benefit payable is the greater of the following two amounts: - The accrued benefit as of March 14, 1984 actuarially reduced to the extent the commencement date precedes age 60, or - The total service accrued benefit reduced by 1/2% per month that the commencement date precedes age 65.

Schedule MB, Line 6 - Summary of Plan Provisions

Terminated Vested Retirement (cont.)

Prior Plan	Terminated Vested Retirement Provisions
Indiana	- Eligibility following the later of attainment of age 55 and five (5) years of Eligibility Service. - The benefit payable is the greater of the following two amounts: <u>6/30/2004 Frozen Benefit</u>: The accrued benefit as of June 30, 2004, actuarially reduced to the extent that the commencement age precedes age 60 (only available to Participants hired prior to April 30, 2004). <u>Total Service Benefit</u>: The total service accrued benefit, actuarially reduced to the extent that the commencement age precedes age 65.
NW Ohio	The benefit payable under the same provisions as for early retirement for participants with ten (10) years of Eligibility Service who terminate employment prior to age 55.
Washington Meat	The benefit payable under the same provisions as for early retirement for participants with five (5) years of Eligibility Service who terminate employment prior to age 55.
Central Ohio Retail	The benefit payable under the same provisions as for early retirement for participants with five (5) years of Eligibility Service who terminate employment prior to age 55.
Non-Food	The benefit payable under the same provisions as for normal retirement for participants with more than five (5), but less than ten (10) years of Credited Service, who terminate employment prior to age 65.
Midwest	- The benefit payable under the same provisions as for early retirement for participants with five (5), but less than ten (10) years of Eligibility Service who terminate employment prior to age 55. - Accruals on or after January 1, 2011 are actuarially reduced from age 65. - For terminated vested participants as of March 28, 2010 with a Normal Retirement Age of 60, 62, or 65, the benefit will be actuarially reduced from Normal Retirement Age.

Schedule MB, Line 6 - Summary of Plan Provisions

Terminated Vested Retirement (cont.)

Prior Plan	Terminated Vested Retirement Provisions
SRT	- Eligibility at age 65 with five (5) years of Credit Service, with at least one year of Future Service. For Former Washington Meat plan participants, early retirement eligibility is applicable for the benefit as of June 30, 2014 (to the extent that such benefit was not transferred to the Consolidated Plan as of that date), based on provisions available in that plan. - The benefit is payable under the same provisions as normal retirement. For former Washington Meat plan participants, the early retirement benefit applicable to the accrued benefit as of the June 30, 2014 (to the extent that such benefit was not transferred to the Consolidated Plan as of that date), is based on actuarial equivalence factors using the Washington Meat plan's definition of actuarial equivalence (UP84, 7%) from age 65.

Variable Benefit Adjustment

SRT Retail Clerk Participants that did not incur a one-year break in service in a plan year that begins on or after October 1, 2010, and who retired prior to the date their bargaining unit adopts the 2016 Rehabilitation Plan, will have their pension payment annually adjusted.

Pension payments are to be adjusted annually to reflect increases (or decreases) in the Bureau of Labor Statistics Consumer Price Index. The maximum cumulative adjustment is limited to 2% per year (increase or decrease) from the date of retirement. The annual adjustments are only applicable to the benefit earned through August 31, 2003. Benefits accrued on or after September 1, 2003 are not subject to adjustment.

Pre-Retirement Surviving Spouse Annuity

The entire accrued benefit is payable as a qualified pre-retirement survivor annuity (QPSA) in the event of the pre-retirement death of a Participant who is vested under the Plan.

The amount of the pre-retirement survivor annuity is 50% of the benefit the Participant would have received if he or she had elected a 50% joint and survivor annuity with payments beginning at the time he or she would have attained age 55 (or his earliest commencement age). The annuity is payable for the lifetime of the surviving spouse.

Schedule MB, Line 6 - Summary of Plan Provisions

Pre-Retirement Death Benefit

For a Participant in the Prior Atlanta Plan, the benefit earned on or before the Merger Date (or Transfer Date, if applicable) will be payable as a Pre-Retirement Death Benefit (rather than as a Pre-Retirement Surviving Spouse Annuity) in the event of the pre-retirement death of the Participant, provided the Participant had at least ten (10) years of Eligibility Service and recent covered employment prior to death.

The amount of the Pre-Retirement Death Benefit is 50% of the accrued benefit as of the date of death, payable immediately for the lifetime of the designated beneficiary. There is no reduction for commencement prior to Normal Retirement Date(s) or for survivor coverage.

If a Participant in the Prior Atlanta Plan is not eligible for a Pre-Retirement Death Benefit, the Pre-Merger Accrued Benefit is payable as a Pre-Retirement Surviving Spouse Annuity, as described above.

For a Participant in the Prior Midwest Plan, the benefit earned on or before the Transfer Date will be increased to 50% of the normal pension accrued (actuarially reduced if the spouse is more than 5 years younger than the participant) and payable immediately after the participant's death, if the participant dies (a) within 3 years following the last year in which he or she had earned credited service or (b) prior to Normal Retirement Age while receiving a disability pension.

Post-Retirement Death Benefit

For a Participant in the Prior Non-Food Plan, a lump sum of \$2,500 (\$1,500 if the majority of service was as a part-time employee) is payable to the designated beneficiary. While the Prior Non-Food Plan is in critical status, this benefit is payable as a temporary annuity.

For a Participant in the Prior Midwest Plan, a lump sum of \$1,500 is payable to the designated beneficiary. While the Prior Midwest Plan is in critical status, this benefit is payable as a temporary annuity.

Schedule MB, Line 6 - Summary of Plan Provisions

Optional Forms of Payment

For benefits commencing on or after January 1, 2012, the following optional forms of payment are available:

- Single life annuity (normal form for unmarried participants)
- 50% joint and survivor annuity (normal form for married participants)
- 66 2/3% joint and survivor annuity
- 75% joint and survivor annuity
- 100% joint and survivor annuity
- Level income option, combined with any of the options above

The entire accrued benefit (accrued before and after the Merger Date, before and after the applicable Transfer Date, or after the applicable Bargaining Unit Entry Date) is payable under the elected option. In general, non-spousal beneficiaries may be designated for joint and survivor annuities for the entire accrued benefit.

For a Participant with a Pre-Merger Accrued Benefit in the Prior Central Ohio Plan, pop-up coverage may be elected for the Pre-Merger Accrued Benefit in conjunction with the 50% joint and survivor annuity, provided the designated beneficiary is the spouse.

For a Participant with a Pre-Transfer Accrued Benefit in the Prior Non-Food Plan, the normal form of payment for the Pre-Transfer Accrued Benefit is a life annuity with 60 monthly payments guaranteed.

Participants with a Pre-Transfer Accrued Benefit in the Prior Non-Food Plan or Prior Midwest Plan are not eligible for the level income option until the respective prior plan emerges from critical status.

Participants with a Pre-Transfer Accrued Benefit in the SRT are eligible for the forms of payment available in the SRT plan prior to the transfer. This does not include the level income option.

Schedule MB, Line 6 - Summary of Plan Provisions

Actuarial Equivalence

For the benefit earned after the Merger Date (or if applicable, the Transfer Date or Bargaining Unit Entry Date Transfer Date), actuarial equivalence for non-disabled participants is determined based on the RP-2000 Healthy Annuitant Mortality Tables (weighted 50% male and 50% female) and an interest rate of 7.50%.

The following are the assumptions used to determine actuarial equivalence for the benefit earned on or before the Merger Date (as well as the portion of the Post-Merger Benefit attributable to Non-Kroger Credited Service earned prior to the Transition Date, if applicable):

Prior Plan	Actuarial Equivalence
Atlanta	- For purposes of determining reductions for early retirement, the 1994 Group Annuity Reserving Mortality Table (weighted 50% male and 50% female) and an interest rate of 7.50% per year. - For purposes of determining adjustments for optional forms of payment for a healthy life, the 1984 Unisex Pensioner Mortality Table (rates set back 2 years) and an interest rate of 6.00% per year. - For purposes of determining adjustments for optional forms of payment for a disabled life, the 1965 Railroad Workers Mortality Table and an interest rate of 6% per year.
Central Ohio	Formula (non-actuarial) factors.
Indiana	- For purposes of determining reductions for early retirement or increases for late retirement, the 1983 Group Annuity Mortality Tables (weighed 50% male and 50% female) and an interest rate of 7.00% per year. - For purposes of determining adjustments for optional forms of payment, the Applicable Mortality Table and Applicable Interest Rate (as specified under section 417(e)(3) of the Internal Revenue Code).
NW Ohio	The 1994 Unisex Pension Mortality Table (rates set back 2 years for participants and 1 year for beneficiaries) and an interest rate of 5.50% (or 7.00% if that provides a greater benefit).
Washington Meat	The UP-1984 Non-Insured Pension Mortality Table and an interest rate of 7.00%.

Schedule MB, Line 6 - Summary of Plan Provisions

Actuarial Equivalence (cont.)

Prior Plan	Actuarial Equivalence
Central Ohio Retail	The UP-1984 Non-Insured Pension Mortality Table (reflecting a one-year set forward for employees and a four-year setback for beneficiaries) and an interest rate of 6.00%.
Non-Food	The UP-1984 Non-Insured Pension Mortality Table (rates set back 3 years for beneficiaries) and an interest rate of 6.00% per year.
Midwest	- For purposes of determining reductions for early retirement, the 1994 Group Annuity Mortality Table with a 50%/50% male/female weighing and an interest rate of 7.50%. - For purposes of determining increases for late retirement, the 1984 Unisex Pensioner Mortality Table (rates set back 2 years) and an interest rate of 6.00% per year. - For purposes of determining adjustments for optional forms of payment, the 1971 Group Annuity Mortality Table (without margins), with an allowance for mortality improvements to 1976.
SRT	For purposes of determining increases for late retirement, the applicable mortality table provided for in IRS Revenue Ruling 2001-62 and an interest rate of 5.00%.

As required under Section 417(e)(3) of the Internal Revenue Code, the amount of any level income annuity must not be less than the amount determined based on the Applicable Mortality Table and Applicable Interest Rate.

Changes in Plan Provisions

There were no changes to the plan provisions used to determine the actuarial accrued liability and normal cost from those used in the actuarial valuation as of January 1, 2022.

UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2023

Form 5500 Schedule H Item 4i

E.L.N. 58-6101602
Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares					
(a)	(b) Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares	(d) Cost	(e) Current Value
	Short-term investments						
	CASH HELD AT FUND	Short-term investments	N/A	N/A	13	13	13
	EB TEMP INV FD	Short-term investments	N/A	N/A	205,737,750	205,737,750	205,737,750
	AUD (AUSTRALIAN DOLLARS)	Short-term investments	N/A	N/A	13,759	11,138	9,388
	BNY MELLON CASH RESERVE	Short-term investments	N/A	N/A	59,454	59,454	59,454
	CAD (CANADIAN DOLLARS)	Short-term investments	N/A	N/A	36,073	27,054	27,357
	CASH COLLATERAL LCH CCP WELL	Short-term investments	N/A	N/A	158,000	158,000	158,000
	CHF (SWISS FRANC)	Short-term investments	N/A	N/A	8,034	8,219	9,546
	DKK (DANISH KRONE)	Short-term investments	N/A	N/A	82,597	12,329	12,239
	EUR (EURO)	Short-term investments	N/A	N/A	183,469	207,667	202,670
	GBP (GREAT BRITISH POUNDS)	Short-term investments	N/A	N/A	39,092	49,190	49,834
	ILS (ISRAELI SHEKEL)	Short-term investments	N/A	N/A	343	101	95
	JPY (JAPANESE YEN)	Short-term investments	N/A	N/A	3,628,258	24,571	25,736
	MXN (MEXICAN PESO)	Short-term investments	N/A	N/A	636	27	38
	TWD (TAIWAN DOLLAR)	Short-term investments	N/A	N/A	101,014,967	3,323,995	3,291,408
	WELLS FARGO CASH COLLATERA	Short-term investments	N/A	N/A	598,000	598,000	598,000
	ZAR (SOUTH AFRICAN RAND)	Short-term investments	N/A	N/A	12	1	1
	Total - Short-term investment:					210,217,509	210,181,529
	Equity securities						
	ABB LTD	Equity securities	N/A	N/A	14,414	532,049	638,795
	ADIDAS AG	Equity securities	N/A	N/A	8,656	1,724,538	1,760,910
	ADOBE INC	Equity securities	N/A	N/A	16,600	593,450	9,903,560
	ADVANCED MICRO DEVICES INC	Equity securities	N/A	N/A	65,510	4,120,690	9,656,829
	AIA GROUP LTD	Equity securities	N/A	N/A	506,000	2,398,340	4,409,692
	AIRBNB INC	Equity securities	N/A	N/A	14,248	2,181,781	1,939,723
	ALIMENTATION COUCHE-TARD INC	Equity securities	N/A	N/A	123,600	3,143,334	7,314,203
	ALPHABET INC	Equity securities	N/A	N/A	62,220	1,098,399	8,768,665
	ALPHABET INC	Equity securities	N/A	N/A	30,057	1,997,517	4,198,662
	A-MARK PRECIOUS METALS INC	Equity securities	N/A	N/A	2,388	5,873	72,237
	AMAZON.COM INC	Equity securities	N/A	N/A	24,798	2,891,692	3,767,808
	AMPHENOL CORP	Equity securities	N/A	N/A	82,800	1,281,330	8,207,944
	ARGENX SE	Equity securities	N/A	N/A	8,611	3,602,668	3,275,883
	ARISTA NETWORKS INC	Equity securities	N/A	N/A	9,320	709,569	2,194,953
	ARMSTRONG WORLD INDUSTRIES INC	Equity securities	N/A	N/A	12,825	930,096	1,260,954
	ASML HOLDING NV	Equity securities	N/A	N/A	8,090	5,548,245	6,092,093
	ASTRAZENCA PLC	Equity securities	N/A	N/A	29,308	2,669,790	3,960,355
	ATLASSIAN CORP	Equity securities	N/A	N/A	27,037	4,698,042	6,431,021
	AURORA FOODS INC COM	Equity securities	N/A	N/A	2,852	-	-
	AUTOMATIC DATA PROCESSING INC	Equity securities	N/A	N/A	32,100	2,795,241	7,478,337
	BANK OF HAWAII CORP	Equity securities	N/A	N/A	19,465	968,403	1,410,434
	BJS WHOLESALE CLUB HOLDINGS I	Equity securities	N/A	N/A	18,765	1,333,953	1,250,875
	BOOKING HOLDINGS INC	Equity securities	N/A	N/A	2,290	4,400,410	8,123,134
	BOSTON SCIENTIFIC CORP	Equity securities	N/A	N/A	122,649	4,195,502	7,090,339
	BROADRIDGE FINANCIAL SOLUTIONS	Equity securities	N/A	N/A	11,000	1,993,312	2,263,250
	CACI INTERNATIONAL INC	Equity securities	N/A	N/A	3,595	1,142,374	1,164,277
	CANADIAN NATIONAL RAILWAY CC	Equity securities	N/A	N/A	43,600	4,969,595	5,507,038
	CCF HLDGS LLC WARRANT	Equity securities	N/A	N/A	242,613	-	26,687
	CCF HOLDINGS LLC	Equity securities	N/A	N/A	653,501	200,309	182,980
	CCF HOLDINGS LLC CLASS M	Equity securities	N/A	N/A	146,660	-	41,065
	CHIPOTLE MEXICAN GRILL INC	Equity securities	N/A	N/A	2,030	2,859,713	4,642,529
	CIE FINANCIERE RICHEMONT SA	Equity securities	N/A	N/A	9,166	1,290,308	1,290,577
	CISCO SYSTEMS INC	Equity securities	N/A	N/A	106,100	2,605,543	5,360,172
	COGNEX CORP	Equity securities	N/A	N/A	48,700	2,647,264	2,032,738
	COGNIZANT TECHNOLOGY SOLUTIONS	Equity securities	N/A	N/A	72,500	4,502,432	5,475,925
	COGNITE SOFTWARE LTD	Equity securities	N/A	N/A	90	1,588	579
	COMPASS GROUP PLC	Equity securities	N/A	N/A	231,900	4,427,146	6,344,137
	CORVEL CORP	Equity securities	N/A	N/A	5,368	1,055,027	1,327,023
	COSTAR GROUP INC	Equity securities	N/A	N/A	22,306	1,771,035	1,949,321
	COSTCO WHOLESALE CORP	Equity securities	N/A	N/A	10,750	5,377,598	7,095,860
	CSL LTD	Equity securities	N/A	N/A	27,300	1,534,072	5,339,761
	DANAHER CORP	Equity securities	N/A	N/A	13,403	2,084,097	3,100,650
	DASSAULT SYST SHS	Equity securities	N/A	N/A	75,600	1,399,454	3,694,133
	DEXCOM INC	Equity securities	N/A	N/A	21,115	1,735,683	2,620,160
	DOLBY LABORATORIES INC	Equity securities	N/A	N/A	21,017	1,676,501	1,811,245
	EATON CORP PLC	Equity securities	N/A	N/A	7,185	1,531,710	1,730,292
	EDWARDS LIFESCIENCES CORP	Equity securities	N/A	N/A	75,700	2,573,705	5,772,125
	EXPERIAN PLC	Equity securities	N/A	N/A	94,700	1,785,349	3,865,568
	FASTENAL CC	Equity securities	N/A	N/A	124,200	3,024,354	8,044,434
	FORTINET INC	Equity securities	N/A	N/A	75,400	2,531,505	4,413,162
	GENTEX CORP	Equity securities	N/A	N/A	57,521	1,880,695	1,878,636
	GRACO INC	Equity securities	N/A	N/A	22,776	1,673,032	1,976,046
	HB FULLER CO	Equity securities	N/A	N/A	18,149	1,269,561	1,477,510
	HEXAGON AB	Equity securities	N/A	N/A	232,204	1,993,746	2,786,812
	HOU LIHAN LOKEY INC	Equity securities	N/A	N/A	9,881	1,068,350	1,184,831
	HOYA CORP	Equity securities	N/A	N/A	22,000	2,101,285	2,750,390
	INDUSTRIA DE DISENO TEXTIL SA	Equity securities	N/A	N/A	154,200	4,598,959	6,716,389
	INGERSOLL RAND INC	Equity securities	N/A	N/A	43,155	2,157,956	3,337,608
	INTUIT INC	Equity securities	N/A	N/A	9,345	3,867,409	5,840,905
	INTUITIVE SURGICAL INC	Equity securities	N/A	N/A	22,011	975,415	7,425,631
	JACK HENRY & ASSOCIATES INC	Equity securities	N/A	N/A	11,427	1,736,495	1,867,286
	JOHN BEAN TECHNOLOGIES CORP	Equity securities	N/A	N/A	9,443	993,014	939,106
	JPMORGAN CHASE & CC	Equity securities	N/A	N/A	4,156	-	706,936
	KADANT INC	Equity securities	N/A	N/A	5,421	1,220,504	1,519,561
	KEYENCE CORP	Equity securities	N/A	N/A	15,200	1,340,412	6,697,574
	KEYENCE CORP	Equity securities	N/A	N/A	8,200	2,845,205	3,613,165

UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

DECEMBER 31, 2023

Form 5500 Schedule H Item 4i

E.I.N. 53-0237142
Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares			(d) Cost	(e) Current Value
(a)	(b) Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares	
	LAMAR ADVERTISING CC	Equity securities	N/A	N/A	8,997	\$ 757,587
	LANDSTAR SYSTEM INC	Equity securities	N/A	N/A	10,191	\$ 1,827,913
	LEGNOK INTERNATIONAL INC	Equity securities	N/A	N/A	5,025	1,903,199
	LESUE'S INC	Equity securities	N/A	N/A	204,777	1,172,328
	LINDE PLC	Equity securities	N/A	N/A	19,200	2,099,089
	LINDE PLC	Equity securities	N/A	N/A	8,527	2,923,524
	LONDON STOCK EXCHANGE GROUP PL	Equity securities	N/A	N/A	40,858	3,510,694
	LONZA GROUP AG	Equity securities	N/A	N/A	4,860	2,932,914
	LONZA GROUP AG	Equity securities	N/A	N/A	6,098	2,369,889
	L'OREAL SA	Equity securities	N/A	N/A	13,200	1,800,075
	LPL FINANCIAL HOLDINGS INC	Equity securities	N/A	N/A	7,771	1,860,701
	LULULEMON ATHLETICA INC	Equity securities	N/A	N/A	3,651	1,232,439
	LVMH MOET HENNESSY LOUIS VUITT	Equity securities	N/A	N/A	10,100	1,810,212
	MASTERCARD INC	Equity securities	N/A	N/A	20,800	997,568
	MICROSOFT CORP	Equity securities	N/A	N/A	32,100	889,203
	MICROSOFT CORP	Equity securities	N/A	N/A	10,441	3,542,852
	MIRUM PHARMACEUTICALS INC	Equity securities	N/A	N/A	1,958	60,874
	MONDAY.COM LTD	Equity securities	N/A	N/A	6	1,023
	NATIONAL BEVERAGE CORP	Equity securities	N/A	N/A	30,349	1,426,500
	NESTLE SA	Equity securities	N/A	N/A	43,900	3,796,360
	NETFLIX INC	Equity securities	N/A	N/A	10,600	3,541,314
	NEXTERA ENERGY INC	Equity securities	N/A	N/A	29,732	1,970,790
	NIKE INC	Equity securities	N/A	N/A	47,200	1,157,344
	NOVO NORDISK A/S	Equity securities	N/A	N/A	120,400	2,095,618
	NOVO NORDISK A/S	Equity securities	N/A	N/A	75,894	4,171,538
	NU HOLDINGS LTD/CAYMAN ISLANDS	Equity securities	N/A	N/A	227,457	1,428,904
	OLD DOMINION FREIGHT LINE INC	Equity securities	N/A	N/A	13,770	4,525,988
	ON SEMICONDUCTOR CORP	Equity securities	N/A	N/A	30,653	1,995,685
	O'REILLY AUTOMOTIVE INC	Equity securities	N/A	N/A	4,270	3,761,388
	PAYCHEX INC	Equity securities	N/A	N/A	43,400	4,918,079
	PRUDENTIAL PLC	Equity securities	N/A	N/A	327,600	6,506,418
	QUANTA SERVICES INC	Equity securities	N/A	N/A	9,128	1,614,109
	RBC BEARINGS INC	Equity securities	N/A	N/A	7,832	1,843,457
	ROBINHOOD MARKETS INC	Equity securities	N/A	N/A	20,039	295,344
	ROBLOX CORP	Equity securities	N/A	N/A	7,695	283,004
	ROCHE HOLDING AG	Equity securities	N/A	N/A	16,500	4,270,986
	S&P GLOBAL INC	Equity securities	N/A	N/A	9,530	3,124,094
	SCOTT'S MIRACLE-GRO CO/THE	Equity securities	N/A	N/A	16,127	845,761
	SHIN-ETSU CHEMICAL CO LTD	Equity securities	N/A	N/A	198,300	2,616,075
	SHOPPIE INC	Equity securities	N/A	N/A	25,781	1,535,741
	SITE CENTERS CORP	Equity securities	N/A	N/A	7	75
	SMC CORP	Equity securities	N/A	N/A	7,000	2,192,031
	STRYKER CORP	Equity securities	N/A	N/A	22,800	1,843,937
	TAIWAN SEMICONDUCTOR MANUFACT	Equity securities	N/A	N/A	75,311	1,271,250
	TAIWAN SEMICONDUCTOR MANUFACT	Equity securities	N/A	N/A	24,045	2,273,269
	TECHTRONIC INDUSTRIES CO LTD	Equity securities	N/A	N/A	490,500	3,850,334
	TENCENT HOLDINGS LTD	Equity securities	N/A	N/A	58,300	2,666,365
	TERADYNE INC	Equity securities	N/A	N/A	13,647	1,380,495
	TEXAS INSTRUMENTS INC	Equity securities	N/A	N/A	28,900	3,256,026
	THOR INDUSTRIES INC	Equity securities	N/A	N/A	14,032	1,349,177
	TJX COS INC/THE	Equity securities	N/A	N/A	79,000	1,706,587
	TORO CO/THE	Equity securities	N/A	N/A	16,230	1,351,008
	TRANSUNION	Equity securities	N/A	N/A	29,040	2,121,082
	UBS GROUP AG	Equity securities	N/A	N/A	87,454	1,348,875
	UDEMY INC	Equity securities	N/A	N/A	19	290
	VEEVA SYSTEMS INC	Equity securities	N/A	N/A	29,247	5,560,613
	VERINT SYSTEMS INC	Equity securities	N/A	N/A	90	2,745
	VERTEX PHARMACEUTICALS INC	Equity securities	N/A	N/A	4,428	1,344,947
	VESTAS WIND SYSTEMS A/S	Equity securities	N/A	N/A	88,233	2,017,361
	W R BERKLEY CORP	Equity securities	N/A	N/A	33,717	2,167,794
	WALT DISNEY CO/THE	Equity securities	N/A	N/A	32,000	3,713,598
	WATERS CORP	Equity securities	N/A	N/A	16,700	3,438,837
	WD-40 CO	Equity securities	N/A	N/A	7,007	1,427,855
	WEST PHARMACEUTICAL SERVICES	Equity securities	N/A	N/A	18,300	4,924,460
	WEST PHARMACEUTICAL SERVICES	Equity securities	N/A	N/A	5,717	2,099,728
	WORKDAY INC	Equity securities	N/A	N/A	11,304	2,374,730
	XYLEM INC/NY	Equity securities	N/A	N/A	7,684	856,667
	ZEBRA TECHNOLOGIES CORP	Equity securities	N/A	N/A	6,094	1,464,310
	ZURN ELKAY WATER SOLUTIONS COR	Equity securities	N/A	N/A	1,254,039	1,295,925
	Total - Equity securities				44,064	286,937,690

U.S. Government and Agency Securities

COMMIT TO PUR FNMA SF MTC	U.S. Government and Agency Securities	1/1/2054	2.00%	11,100,000	8,470,688	9,074,250
COMMIT TO PUR FNMA SF MTC	U.S. Government and Agency Securities	2/1/2054	2.50%	5,300,000	4,451,586	4,518,250
COMMIT TO PUR FNMA SF MTC	U.S. Government and Agency Securities	2/1/2054	5.00%	3,400,000	3,360,953	3,368,924
COMMIT TO PUR GNMA II JUMBOS	U.S. Government and Agency Securities	1/20/2054	2.50%	1,200,000	1,020,328	1,050,756
COMMIT TO PUR GNMA II JUMBOS	U.S. Government and Agency Securities	1/20/2054	3.50%	2,200,000	1,949,922	2,050,290
FEDERAL HOME LN BK CONS BD	U.S. Government and Agency Securities	8/13/2026	1.05%	2,000,000	2,000,000	1,839,140
FHLMC POOL #0E-7028	U.S. Government and Agency Securities	8/1/2052	4.50%	476,488	426,829	462,531
FHLMC POOL #RA-7673	U.S. Government and Agency Securities	7/1/2052	4.50%	318,706	285,466	309,371
FHLMC MULTICLASS MTG 3947 SG	U.S. Government and Agency Securities	10/15/2041	VARIABLE RATE	33,291	8,039	3,361
FHLMC MULTICLASS MTG 5092 XA	U.S. Government and Agency Securities	1/15/2041	1.00%	293,977	294,115	246,553
FHLMC MULTICLASS MTG 5115 CD	U.S. Government and Agency Securities	8/15/2044	1.00%	427,010	404,473	359,637
FNMA POOL #0AE8416	U.S. Government and Agency Securities	11/1/2025	3.50%	6,279	6,588	6,103
FNMA POOL #0AS0407	U.S. Government and Agency Securities	9/1/2043	3.00%	276,309	269,574	254,356
FNMA POOL #0AS2329	U.S. Government and Agency Securities	5/1/2044	4.00%	48,668	51,934	47,226
FNMA POOL #0AU4290	U.S. Government and Agency Securities	9/1/2043	4.00%	91,423	97,558	89,041

UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

DECEMBER 31, 2023

Form 5500 Schedule H Item 4i

E.I.N. 53-0237142
Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares					
(a)	(b) Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares	(d) Cost	(e) Current Value
	FNMA POOL #0AV9064	U.S. Government and Agency Securities	3/1/2044	4.00%	296,602	\$ 316,507	\$ 286,070
	FNMA POOL #0AX2840	U.S. Government and Agency Securities	10/1/2029	3.50%	71,419	75,247	68,938
	FNMA POOL #0AX7198	U.S. Government and Agency Securities	12/1/2044	4.00%	68,293	72,876	65,923
	FNMA POOL #0AZ4549	U.S. Government and Agency Securities	7/1/2045	4.00%	6,442	6,874	6,194
	FNMA POOL #0AZ5455	U.S. Government and Agency Securities	8/1/2045	4.00%	13,265	14,155	12,805
	FNMA POOL #0AZ6901	U.S. Government and Agency Securities	11/1/2045	4.00%	24,113	25,731	23,276
	FNMA POOL #0AZ8293	U.S. Government and Agency Securities	8/1/2045	4.00%	77,339	82,529	74,656
	FNMA POOL #0BA7581	U.S. Government and Agency Securities	2/1/2046	4.00%	5,795	6,184	5,644
	FNMA POOL #0BN0874	U.S. Government and Agency Securities	11/1/2048	4.00%	64,789	66,877	62,407
	FNMA POOL #0CB0613	U.S. Government and Agency Securities	5/1/2051	3.00%	2,614,110	2,089,246	2,315,762
	FNMA POOL #0FS0927	U.S. Government and Agency Securities	5/1/2051	3.00%	6,671,921	5,332,324	5,917,126
	FNMA POOL #0MA5106	U.S. Government and Agency Securities	7/1/2053	5.00%	3,992,638	3,835,739	3,953,989
	FNMA POOL #0MA5167	U.S. Government and Agency Securities	8/1/2053	6.50%	1,355,033	1,380,546	1,388,638
	FNMA POOL #0AC175C	U.S. Government and Agency Securities	7/1/2043	3.00%	11,171	10,806	10,211
	GNMA POOL #0A6892	U.S. Government and Agency Securities	7/1/2045	3.00%	333,007	333,579	299,457
	GNMA POOL #0AJ9501	U.S. Government and Agency Securities	10/1/2044	3.00%	61,675	61,781	55,445
	GNMA POOL #0AK6853	U.S. Government and Agency Securities	1/1/2045	3.00%	193,121	193,453	175,703
	GNMA POOL #0AN7590	U.S. Government and Agency Securities	7/1/2045	3.00%	513,587	514,470	461,710
	GNMA POOL #0AN8937	U.S. Government and Agency Securities	7/1/2045	3.00%	9,354	9,484	8,409
	GNMA GTD REMIC P/T 15-123 FP	U.S. Government and Agency Securities	9/20/2045	VARIABLE RATE	131,886	126,775	127,699
	GNMA GTD REMIC P/T 17-18 GF	U.S. Government and Agency Securities	2/20/2047	VARIABLE RATE	436,938	415,091	421,518
	GNMA GTD REMIC P/T 23-21 FD	U.S. Government and Agency Securities	2/20/2053	VARIABLE RATE	1,436,639	1,436,415	1,401,384
	GNMA GTD REMIC P/T 23-56 FB	U.S. Government and Agency Securities	4/20/2053	VARIABLE RATE	1,646,446	1,646,703	1,629,916
	GNMA GTD REMIC P/T 23-66 FG	U.S. Government and Agency Securities	5/20/2053	VARIABLE RATE	2,162,721	2,157,990	2,139,580
	GNMA GTD REMIC P/T 23-H20 FA	U.S. Government and Agency Securities	7/20/2073	VARIABLE RATE	605,446	603,009	601,796
	GNMA II POOL #0MA6599	U.S. Government and Agency Securities	4/20/2050	3.00%	571,223	529,631	521,007
	GNMA II POOL #0MA7418	U.S. Government and Agency Securities	6/20/2051	2.50%	376,808	336,184	329,922
	GNMA II POOL #0MA7472	U.S. Government and Agency Securities	7/20/2051	2.50%	782,729	698,096	685,655
	GNMA II POOL #0MA7650	U.S. Government and Agency Securities	10/20/2051	3.00%	79,181	73,008	71,796
	SBA GTD PARTN CTF5 2010-20H 1	U.S. Government and Agency Securities	8/1/2030	3.52%	58,652	63,238	56,268
	SBA GTD PARTN CTF5 2013-20B 1	U.S. Government and Agency Securities	2/1/2033	2.21%	132,258	134,070	122,101
	U S TREASURY BOND	U.S. Government and Agency Securities	2/15/2049	3.00%	410,000	479,867	335,175
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2049	2.88%	500,000	409,453	399,200
	U S TREASURY BOND	U.S. Government and Agency Securities	2/15/2050	2.00%	300,000	327,940	198,435
	U S TREASURY BOND	U.S. Government and Agency Securities	8/15/2040	1.13%	6,000,000	5,357,310	3,845,880
	U S TREASURY BOND	U.S. Government and Agency Securities	11/15/2040	1.38%	4,100,000	3,871,129	2,731,625
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2051	2.38%	4,700,000	4,142,288	3,371,169
	U S TREASURY BOND	U.S. Government and Agency Securities	8/15/2051	2.00%	950,000	931,580	623,656
	U S TREASURY BOND	U.S. Government and Agency Securities	11/15/2041	2.00%	2,100,000	2,127,563	1,525,209
	U S TREASURY BOND	U.S. Government and Agency Securities	2/15/2052	2.25%	400,000	410,406	278,736
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2052	2.88%	1,700,000	1,631,083	1,360,272
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2042	3.25%	500,000	502,531	440,330
	U S TREASURY BOND	U.S. Government and Agency Securities	11/15/2052	4.00%	550,000	591,049	545,210
	U S TREASURY BOND	U.S. Government and Agency Securities	11/15/2042	4.00%	1,700,000	1,743,031	1,658,163
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2043	3.88%	100,000	90,141	95,688
	U S TREASURY BOND	U.S. Government and Agency Securities	8/15/2043	4.38%	1,200,000	1,119,159	1,229,436
	U S TREASURY BOND	U.S. Government and Agency Securities	8/15/2044	3.13%	97,000	97,000	82,458
	U S TREASURY NOTE	U.S. Government and Agency Securities	3/31/2024	2.13%	500,000	487,080	496,015
	U S TREASURY NOTE	U.S. Government and Agency Securities	5/15/2024	0.25%	400,000	381,594	392,812
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2025	2.38%	1,108,305	1,276,034	1,099,748
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2026	2.00%	731,685	825,187	726,205
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2027	2.38%	707,916	828,907	714,669
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2027	0.38%	1,916,841	1,910,133	1,822,955
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2028	0.50%	2,540,832	2,602,766	2,406,777
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2029	0.88%	2,897,593	3,094,436	2,776,966
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2029	0.25%	2,226,420	2,336,790	2,060,997
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2025	0.25%	2,220,008	2,285,279	2,155,095
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2026	0.63%	2,970,432	3,102,360	2,867,001
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2026	0.13%	1,845,788	1,895,986	1,759,608
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2027	0.38%	2,892,573	2,978,548	2,750,634
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2024	0.13%	1,604,163	1,601,698	1,576,652
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2025	0.38%	2,797,238	2,859,079	2,710,691
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2028	0.75%	2,585,043	2,686,931	2,476,937
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2030	0.13%	1,521,134	1,656,549	1,381,296
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	4/15/2025	0.13%	1,074,417	1,100,248	1,036,222
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2030	0.13%	1,370,423	1,498,705	1,240,644
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2031	0.13%	2,405,228	2,620,174	2,151,837
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2031	0.13%	2,697,683	2,884,278	2,404,337
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2032	0.13%	2,347,502	2,394,253	2,067,398
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2032	0.63%	2,417,583	2,419,873	2,215,014
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2033	1.13%	3,570,735	3,425,198	3,388,378
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	4/15/2028	1.25%	934,467	907,478	911,152
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2033	1.38%	342,414	320,805	333,060
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	10/15/2028	2.38%	779,500	776,887	803,867
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	2/15/2041	2.13%	375,512	378,512	387,630
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	2/15/2043	0.63%	152,565	152,565	119,920
	Total - U.S. Government and Agency Securities					121,266,534	112,935,973
Corporate debt instruments							
	*1211 AVENUE OF 1211 A1A1 144A	Corporate debt instruments	8/10/2035	3.90%	100,000	110,891	95,919
	*AT&T INC DISC	Corporate debt instruments	3/19/2024	0%	1,100,000	1,039,390	1,039,390
	*BAMLL COMMERCIAL M JACX A 144/	Corporate debt instruments	9/15/2038	VARIABLE RATE	300,000	300,000	283,428
	*BWAY 2021-1450 MOR 1450 A 144A	Corporate debt instruments	9/15/2036	VARIABLE RATE	600,000	600,000	559,122
	*CARLYLE GLOBAL MA 1A AIRR 144/	Corporate debt instruments	8/14/2030	VARIABLE RATE	330,390	330,390	329,848
	*CSMC 2018-RPL9 TRU RPL9 A 144A	Corporate debt instruments	9/25/2057	VARIABLE RATE	179,631	195,370	170,249
	*EXTENDED STAY AMERI ESH A 144A	Corporate debt instruments	7/15/2038	VARIABLE RATE	466,720	466,720	462,328
	*GREENSAIF PIPELINES BIDCO 144A	Corporate debt instruments	2/23/2038	6.13%	200,000	200,000	208,962

UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

DECEMBER 31, 2023

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E.I.N. 53-0237142
Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares					
(a)	(b) Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares	(d) Cost	(e) Current Value
	*LFT CRE 2021-FL1 LT FL1 A 144A	Corporate debt instrument:	6/15/2039	VARIABLE RATE	400,000	\$ 400,000	\$ 391,661
	*NEW RESIDENTIAL M RPL1 A1 144A	Corporate debt instrument:	12/25/2057	VARIABLE RATE	179,052	179,936	170,710
	*OAK HILL EUROPEAN C 7A AR 144A	Corporate debt instrument:	10/20/2031	VARIABLE RATE	398,966	469,204	435,862
	*PALMER SQUARE LOAN 3A A1 144A	Corporate debt instrument:	7/20/2029	VARIABLE RATE	268,147	268,147	267,358
	*SFO COMMERCIAL MORT 55S A 144A	Corporate debt instrument:	5/15/2038	VARIABLE RATE	400,000	400,000	374,176
	*VENTURE XVII CLO 17A ARR 144A	Corporate debt instrument:	4/15/2027	VARIABLE RATE	27,901	27,901	27,897
	*VERTICAL BRIDGE HOLD 2A A 144A	Corporate debt instrument:	9/15/2050	2.64%	400,000	400,000	374,988
	522 FUNDING CLO 201 3A AR 144A	Corporate debt instrument:	10/20/2031	VARIABLE RATE	500,000	500,000	498,751
	AIR CANADA 144A	Corporate debt instrument:	8/15/2026	3.88%	100,000	100,000	95,528
	AIR CANADA 8/21 TLE	Corporate debt instrument:	N/A	N/A	98,500	97,515	98,654
	AMERICAN AIRLINES INC/AAD 144A	Corporate debt instrument:	4/20/2026	5.50%	166,667	177,083	165,467
	AMERICAN EXPRESS CREDIT AC 3 A	Corporate debt instrument:	9/15/2028	0.0523	1,400,000	1,399,937	1,423,184
	ARES FINANCE CO II LLC 144A	Corporate debt instrument:	6/15/2030	3.25%	300,000	299,313	265,323
	AVIATION CAPITAL GROUP LL 144A	Corporate debt instrument:	8/1/2025	4.13%	600,000	590,640	582,468
	AVOLON HOLDINGS FUNDING L 144A	Corporate debt instrument:	2/15/2025	2.88%	200,000	199,762	192,930
	BACARDI LTD 144A	Corporate debt instrument:	5/15/2025	4.45%	400,000	399,156	394,468
	BANK 2019-BNK20 BN20 ASB	Corporate debt instrument:	9/15/2062	2.93%	900,000	926,959	846,792
	BARCLAYS PLC	Corporate debt instrument:	1/12/2026	4.38%	300,000	317,631	296,130
	BARCLAYS PLC	Corporate debt instrument:	11/24/2032	VARIABLE RATE	200,000	161,530	164,208
	BARCLAYS PLC	Corporate debt instrument:	9/13/2034	VARIABLE RATE	200,000	200,000	214,128
	BAT CAPITAL CORP	Corporate debt instrument:	10/19/2032	7.75%	500,000	497,705	564,620
	BENCHMARK 2019-B14 MOR B14 ASE	Corporate debt instrument:	12/15/2062	2.96%	900,000	926,999	845,622
	BIRCH GROVE CLO LT 19A AR 144A	Corporate debt instrument:	6/15/2031	VARIABLE RATE	331,757	331,757	331,433
	BNP PARIBAS SA 144A	Corporate debt instrument:	1/9/2025	3.38%	500,000	503,393	489,540
	BOEING CO/THE	Corporate debt instrument:	5/1/2040	5.71%	400,000	400,000	415,108
	BROADCOM INC	Corporate debt instrument:	9/15/2028	4.11%	163,000	158,432	159,368
	BROADCOM INC 144A	Corporate debt instrument:	11/15/2035	3.14%	47,000	45,683	38,679
	BROOKFIELD CAPITAL FINANCE LLC	Corporate debt instrument:	6/14/2033	6.09%	900,000	900,000	940,527
	CAPITAL ONE FINANCIAL CORP	Corporate debt instrument:	2/1/2029	VARIABLE RATE	400,000	400,000	399,004
	CAPITAL ONE FINANCIAL CORP	Corporate debt instrument:	10/30/2031	VARIABLE RATE	300,000	300,000	330,144
	CBAM 2018-8 LTD/KY BA A1 144A	Corporate debt instrument:	10/20/2029	VARIABLE RATE	432,683	431,407	432,922
	CHOICE HOTELS INTERNATIONAL IN	Corporate debt instrument:	12/1/2029	3.70%	200,000	198,808	177,190
	CLEVELAND ELECTRIC ILLUMI 144A	Corporate debt instrument:	11/15/2030	4.55%	200,000	235,890	189,820
	COOPERATIVE RABOBANK UA 144A	Corporate debt instrument:	8/22/2028	VARIABLE RATE	500,000	500,000	492,735
	CRESTLINE DENALI CL 1A AR 144A	Corporate debt instrument:	4/20/2030	VARIABLE RATE	178,768	178,768	178,632
	DEUTSCHE BANK AG/NEW YORK NN	Corporate debt instrument:	11/24/2026	VARIABLE RATE	300,000	300,000	281,262
	DIGITAL REALTY TRUST LP	Corporate debt instrument:	7/15/2028	4.45%	300,000	299,556	293,073
	DISCOVERY COMMUNICATIONS LLC	Corporate debt instrument:	3/15/2025	3.45%	500,000	477,095	487,310
	ECOPETROL SA	Corporate debt instrument:	1/16/2025	4.13%	1,000,000	970,500	976,970
	ENERGY TRANSFER LP	Corporate debt instrument:	5/15/2030	3.75%	200,000	199,684	186,044
	ENTERGY CORP	Corporate debt instrument:	9/1/2026	2.95%	650,000	648,735	617,390
	FLEX LTD	Corporate debt instrument:	6/15/2025	4.75%	400,000	433,952	395,032
	FORD CREDIT CANADA COMPAN)	Corporate debt instrument:	11/13/2024	4.46%	300,000	251,881	224,895
	GLOBAL PAYMENTS INC	Corporate debt instrument:	8/15/2029	3.20%	200,000	177,864	181,452
	GOLDMAN SACHS GROUP INC/THE	Corporate debt instrument:	12/31/2049	VARIABLE RATE	400,000	400,000	356,444
	GSCG TRUST 2019-60 600C A 144A	Corporate debt instrument:	9/6/2034	2.94%	600,000	618,000	421,320
	HARVEST OPERATIONS CORP 144A	Corporate debt instrument:	4/26/2024	1.00%	400,000	399,388	394,444
	HOST HOTELS & RESORTS LP	Corporate debt instrument:	12/15/2029	3.38%	200,000	198,436	179,876
	ING GROEP NV	Corporate debt instrument:	4/1/2027	VARIABLE RATE	400,000	400,000	394,528
	LCM LOAN INCOME FUND 1A A 144A	Corporate debt instrument:	4/20/2031	VARIABLE RATE	437,956	435,736	437,793
	LEHMAN BRTH HLD (RIC) ESCROW	Corporate debt instrument:	12/28/2017	0.00%	470,000	469,652	-
	LEHMAN BRTH HLD (RIC) ESCROW	Corporate debt instrument:	7/19/2017	0.00%	60,000	55,308	-
	LLOYDS BANKING GROUP PLC REGS	Corporate debt instrument:	12/31/2049	VARIABLE RATE	500,000	720,522	623,548
	MARVELL TECHNOLOGY INC	Corporate debt instrument:	4/15/2026	1.65%	500,000	499,020	465,235
	MITSUBISHI UFJ FINANCIAL GROUP	Corporate debt instrument:	7/20/2027	VARIABLE RATE	500,000	500,000	457,080
	MKS CLO 2017-2 LTD 2A A 144A	Corporate debt instrument:	1/20/2031	VARIABLE RATE	354,312	353,401	354,674
	NATWEST GROUP PLC	Corporate debt instrument:	3/22/2025	VARIABLE RATE	700,000	700,000	697,550
	NEW RESIDENTIAL M RPL1 A1 144A	Corporate debt instrument:	11/25/2059	VARIABLE RATE	88,646	90,070	82,977
	NOMURA HOLDINGS INC	Corporate debt instrument:	7/16/2030	2.68%	300,000	300,000	255,981
	OAKTREE CLO 2019-1 1A A1R 144A	Corporate debt instrument:	4/22/2030	VARIABLE RATE	600,000	600,000	599,013
	ORACLE CORP	Corporate debt instrument:	3/25/2026	1.65%	700,000	699,664	653,289
	PACIFIC LIFE GLOBAL FUNDI 144A	Corporate debt instrument:	6/4/2026	VARIABLE RATE	300,000	300,000	297,372
	PERUSAHAAN PERSEROAN PERS 144A	Corporate debt instrument:	6/30/2030	3.00%	200,000	198,292	178,250
	PETROLEOS MEXICANOS	Corporate debt instrument:	2/16/2032	6.70%	135,000	133,677	112,042
	PLAINS ALL AMERICAN PIPELINE L	Corporate debt instrument:	10/15/2025	4.65%	500,000	505,610	494,490
	PROTECTIVE LIFE GLOBAL FU 144A	Corporate debt instrument:	7/15/2025	1.17%	400,000	400,000	376,872
	PROTECTIVE LIFE GLOBAL FU 144A	Corporate debt instrument:	4/15/2026	1.62%	500,000	500,000	461,420
	RENASAS ELECTRONICS CORP 144A	Corporate debt instrument:	11/26/2024	1.54%	400,000	400,000	384,944
	ROGERS COMMUNICATIONS INC	Corporate debt instrument:	3/31/2027	3.65%	700,000	602,050	517,072
	ROYAL BANK OF CANAD/	Corporate debt instrument:	11/24/2081	3.65%	300,000	165,974	171,931
	SANTANDER UK GROUP HOLDINGS PL	Corporate debt instrument:	1/10/2029	VARIABLE RATE	400,000	400,000	414,140
	SBA TOWER TRUST 144A	Corporate debt instrument:	7/15/2052	2.33%	600,000	619,200	530,094
	SOCIETE GENERALE SA 144A	Corporate debt instrument:	12/14/2026	VARIABLE RATE	200,000	200,000	184,142
	SOCIETE GENERALE SA 144A	Corporate debt instrument:	1/21/2033	VARIABLE RATE	300,000	221,751	252,018
	SOCIETE GENERALE SA 144A	Corporate debt instrument:	1/10/2029	VARIABLE RATE	200,000	201,474	207,054
	SOUND POINT CLO 12A ARRR 144A	Corporate debt instrument:	7/20/2032	VARIABLE RATE	300,000	300,000	296,478
	SOUTHERN CO/THE	Corporate debt instrument:	3/15/2034	5.70%	200,000	199,402	210,586
	STANDARD CHARTERED PLC 144A	Corporate debt instrument:	1/12/2028	VARIABLE RATE	500,000	500,000	457,235
	SYNCHRONY BANK	Corporate debt instrument:	8/23/2027	5.63%	400,000	400,000	393,448
	TELUS CORP	Corporate debt instrument:	10/7/2030	2.05%	700,000	535,960	452,152
	THORNBURG MORTGAGE SECURIT 3 A	Corporate debt instrument:	9/25/2034	VARIABLE RATE	118,495	108,275	107,753
	T-MOBILE USA INC	Corporate debt instrument:	2/15/2028	2.05%	500,000	498,935	451,525
	TOWD POINT MORTGA A13A A1 144A	Corporate debt instrument:	7/20/2045	VARIABLE RATE	312,168	381,718	398,167
	UBS GROUP AG 144A	Corporate debt instrument:	8/12/2033	VARIABLE RATE	250,000	238,680	266,778
	UBS GROUP AG 144A	Corporate debt instrument:	9/22/2034	VARIABLE RATE	200,000	200,000	212,280
	UBS GROUP AG 144A	Corporate debt instrument:	8/5/2027	VARIABLE RATE	200,000	199,712	197,230
	UNITED AIRLINES 2012-1 CLASS A	Corporate debt instrument:	10/11/2025	4.15%	193,281	194,942	192,398



UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

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E.I.N. 53-0237142
Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares						
(a)	(b) Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares	(d) Cost	(e) Current Value	
	VERIZON COMMUNICATIONS INC	Corporate debt instrument:	3/15/2032	2.36%	507,000	\$ 508,937	\$ 422,392	
	VERIZON COMMUNICATIONS INC	Corporate debt instrument:	5/16/2030	2.50%	800,000	645,034	541,682	
	VIBRANT CLO IV LT 4A A1RR 144A	Corporate debt instrument:	7/20/2032	VARIABLE RATE	300,000	300,000	297,893	
	VIMED O2 UK FINANCING I PL 144A	Corporate debt instrument:	7/15/2031	4.75%	300,000	300,000	267,960	
	WELLFLEET CLO 2015 1A AR4 144A	Corporate debt instrument:	7/20/2029	VARIABLE RATE	176,859	176,859	176,805	
	WELLS FARGO & CO	Corporate debt instrument:	5/1/2026	VARIABLE RATE	300,000	245,409	219,820	
	WESTINGHOUSE AIR BRAKE TECHNOI	Corporate debt instrument:	9/15/2028	VARIABLE RATE	200,000	221,650	197,936	
	ACAS CLO 2015-1 LT 1A AR3 144A	Corporate debt instrument:	10/18/2028	VARIABLE RATE	259,983	259,983	259,650	
	APIDOS CLO XXVI 26A A1AR 144A	Corporate debt instrument:	7/18/2029	VARIABLE RATE	403,883	403,883	403,297	
	APIDOS CLO XXVII 27A A1R 144A	Corporate debt instrument:	7/17/2030	VARIABLE RATE	342,021	342,021	341,410	
	BAMLL COMMERCIAL MO RLJ A 144A	Corporate debt instrument:	4/15/2036	VARIABLE RATE	500,000	500,000	497,855	
	BANK 2020-BNK27 BN27 AS	Corporate debt instrument:	4/15/2063	2.14%	300,000	244,688	247,173	
	BCP TRUST 2021-330 330N A 144A	Corporate debt instrument:	6/15/2038	VARIABLE RATE	400,000	397,040	358,892	
	BENEFIT STREET PAR 17A AR 144A	Corporate debt instrument:	7/15/2032	VARIABLE RATE	600,000	600,000	597,455	
	BLUESMOUNTAIN FUJI EU 5A A 144A	Corporate debt instrument:	1/15/2033	VARIABLE RATE	400,000	467,200	435,258	
	BNP PARIBAS SA 144A	Corporate debt instrument:	9/15/2029	VARIABLE RATE	200,000	200,000	174,116	
	BPCE SA 144A	Corporate debt instrument:	1/20/2026	1.00%	400,000	398,156	368,244	
	BRITISH TELECOMMUNICATION 144A	Corporate debt instrument:	11/8/2029	3.25%	300,000	297,444	274,254	
	CARLYLE GLOBAL MA 4A A1R3 144A	Corporate debt instrument:	4/22/2032	VARIABLE RATE	300,000	300,000	300,061	
	CLINC 2019-FL1 LTD FL1 A 144A	Corporate debt instrument:	8/20/2035	VARIABLE RATE	245	245	244	
	CRESTLINE DENALI C 1A AR2 144A	Corporate debt instrument:	10/23/2031	VARIABLE RATE	491,735	491,735	491,801	
	ECMC GROUP STUDENT L 2A A 144A	Corporate debt instrument:	9/25/2068	VARIABLE RATE	772,341	743,550	759,574	
	ECMC GROUP STUDENT L 2A A 144A	Corporate debt instrument:	11/25/2069	VARIABLE RATE	412,933	412,933	411,579	
	GA GLOBAL FUNDING TRUST 144A	Corporate debt instrument:	4/8/2024	1.00%	900,000	898,992	886,797	
	GALLATIN CLO VIII 1A A1R 144A	Corporate debt instrument:	7/15/2031	VARIABLE RATE	695,820	695,264	694,741	
	GOLDMAN SACHS GROUP INC/THE	Corporate debt instrument:	3/15/2028	VARIABLE RATE	800,000	800,000	767,768	
	HACKENSACK MERIDIAN HEALTH INC	Corporate debt instrument:	9/1/2041	2.68%	300,000	300,000	214,365	
	HERTZ VEHICLE FINANC 1A A 144A	Corporate debt instrument:	12/26/2025	1.21%	500,000	499,921	482,655	
	HSBC HOLDINGS PLC	Corporate debt instrument:	8/11/2028	VARIABLE RATE	400,000	400,000	399,940	
	HSBC HOLDINGS PLC	Corporate debt instrument:	3/9/2029	VARIABLE RATE	1,000,000	1,000,000	1,033,070	
	IMPERIAL BRANDS FINANCE P 144A	Corporate debt instrument:	7/26/2024	3.13%	1,100,000	1,095,647	1,081,773	
	ING GROEP NV 144A	Corporate debt instrument:	7/11/2026	VARIABLE RATE	500,000	499,665	470,435	
	JPMORGAN CHASE & CC	Corporate debt instrument:	3/1/2025	VARIABLE RATE	200,000	193,960	199,182	
	JPMORGAN CHASE & CC	Corporate debt instrument:	7/25/2028	VARIABLE RATE	500,000	500,000	500,515	
	MFA 2020-NQM2 TRU NQM2 A1 144A	Corporate debt instrument:	4/25/2065	VARIABLE RATE	97,262	97,261	89,644	
	MID-ATLANTIC INTERSTATE T 144A	Corporate debt instrument:	5/15/2028	4.10%	100,000	112,295	96,637	
	MITSUBISHI UFJ FINANCIAL GROUP	Corporate debt instrument:	7/17/2025	1.41%	1,000,000	1,000,000	943,830	
	MIZUHO FINANCIAL GROUP INC	Corporate debt instrument:	7/6/2029	VARIABLE RATE	800,000	800,000	823,560	
	MORGAN STANLEY	Corporate debt instrument:	7/22/2025	VARIABLE RATE	700,000	700,000	688,485	
	MORGAN STANLEY CAPITAL H3 ASI	Corporate debt instrument:	7/15/2051	4.12%	354,976	365,612	345,846	
	MORGAN STANLEY CAPITAL L3 ASI	Corporate debt instrument:	11/15/2052	3.07%	600,000	617,966	564,486	
	NATWEST GROUP PLC	Corporate debt instrument:	5/8/2030	VARIABLE RATE	300,000	257,124	287,823	
	NELNET STUDENT LOAN 3A A 144A	Corporate debt instrument:	2/25/2066	VARIABLE RATE	389,651	389,651	385,096	
	NEW RESIDENTIAL M RPL3 A1 144A	Corporate debt instrument:	7/25/2059	VARIABLE RATE	126,067	127,126	118,640	
	NISSAN MOTOR ACCEPTANCE C 144A	Corporate debt instrument:	9/16/2026	1.85%	600,000	599,856	539,922	
	NOMURA HOLDINGS INC	Corporate debt instrument:	7/16/2025	1.85%	200,000	200,000	189,396	
	OCP CLO 2014-7 LT 7A A1RR 144A	Corporate debt instrument:	7/20/2029	VARIABLE RATE	188,726	188,254	188,830	
	ONEOK INC	Corporate debt instrument:	7/15/2028	4.55%	100,000	106,316	98,508	
	OZLM XXIV LTD 24A A1AR 144A	Corporate debt instrument:	7/20/2032	VARIABLE RATE	300,000	300,000	299,152	
	SARANAC CLO VI LTD 6A A1R 144A	Corporate debt instrument:	8/13/2031	VARIABLE RATE	570,992	570,992	571,081	
	SBA TOWER TRUST 144A	Corporate debt instrument:	7/15/2050	1.88%	400,000	400,000	371,196	
	SIGECO SECURITIZATION I LLC	Corporate debt instrument:	11/15/2038	5.03%	700,000	699,968	705,985	
	SLM STUDENT LOAN T 10 A7B 144A	Corporate debt instrument:	10/25/2029	VARIABLE RATE	169,796	169,796	169,645	
	SMB PRIVATE EDUC A PTA A2A 144A	Corporate debt instrument:	9/15/2054	1.60%	401,219	394,646	361,053	
	SMB PRIVATE EDUCATI B A1A 144A	Corporate debt instrument:	7/15/2053	1.29%	228,330	228,285	206,018	
	THL CREDIT WIND RIV 3A AR 144A	Corporate debt instrument:	7/15/2031	VARIABLE RATE	300,000	300,000	299,099	
	TOWD POINT MORTGAG HY3 A1A 144A	Corporate debt instrument:	10/25/2059	VARIABLE RATE	159,545	159,738	160,381	
	TOWD POINT MORTGAG HY2 A1 144A	Corporate debt instrument:	5/25/2058	VARIABLE RATE	77,473	78,054	78,723	
	TRINITAS EURO CLO I 1A A 144A	Corporate debt instrument:	10/20/2032	VARIABLE RATE	250,000	290,947	273,207	
	UBS COMMERCIAL MORTGAG C11 ASI	Corporate debt instrument:	6/15/2051	4.12%	456,071	469,752	445,650	
	UBS COMMERCIAL MORTGAG C12 ASI	Corporate debt instrument:	8/15/2051	4.20%	752,564	775,139	735,006	
	UBS GROUP AG 144A	Corporate debt instrument:	8/11/2028	VARIABLE RATE	750,000	736,065	779,325	
	VENTURE XXV CLO L 25A ARR 144A	Corporate debt instrument:	4/20/2029	VARIABLE RATE	99,202	99,202	99,282	
	VENTURE XXVI CLO L 26A AR 144A	Corporate debt instrument:	1/20/2029	VARIABLE RATE	271,298	271,298	271,414	
	VOYA CLO 2019-1 LTD 1A AR 144A	Corporate debt instrument:	4/15/2031	VARIABLE RATE	343,592	335,861	343,248	
	WALT DISNEY CO/THE	Corporate debt instrument:	1/13/2028	2.20%	400,000	398,700	370,348	
	WELLS FARGO COMMERCIAL NXS4 ASI	Corporate debt instrument:	12/15/2048	3.52%	430,145	460,642	421,194	
	WELLS FARGO COMMERCIAL C45 ASI	Corporate debt instrument:	6/15/2051	4.15%	609,013	627,251	601,752	
	Total - Corporate debt instruments					65,250,648	62,350,368	
Registered Investment Companies								
	OBERWEIS INTL OPPORT INST	Registered Investment Companies	N/A	N/A	7,985,364	87,998,123	67,875,595	
	PIMCO ALL ASSET FUND-INST	Registered Investment Companies	N/A	N/A	116,928	1,517,109	1,287,373	
	PIMCO FDS SHORT TERM FLTG NAV PORT I	Registered Investment Companies	N/A	N/A	654,387	6,551,992	6,553,030	
	PIMCO FDS PAC INVT MGMT SER SHORT TERM PORTFOLIO INSTL CI	Registered Investment Companies	N/A	N/A	473,536	4,512,868	4,223,942	
	PIMCO FDS PAC INVT MGMT SER MTG PORTFOLIO INSTL CI	Registered Investment Companies	N/A	N/A	426,786	4,573,006	3,474,041	
	PIMCO FDS PAC INVT MGMT SER ASSET BKD SECS PORTFOLIC	Registered Investment Companies	N/A	N/A	1,851,792	23,123,082	21,295,608	
	Total - Registered Investment Companies					128,276,180	104,709,589	
103-12 investment entities								
	ALL WEATHER PORTFOLIO LLC CL E	103-12 investment entities	N/A	N/A	182,506	291,809,954	353,475,135	
	BRANDYWINE GLOBAL MULTI-SECTOR	103-12 investment entities	N/A	N/A	17,547,099	175,896,824	166,545,379	
	EMERGING MARKETS EQUITY FUND A	103-12 investment entities	N/A	N/A	1,283,667	78,458,132	93,458,706	
	Total - 103-12 investment entities					546,164,910	613,479,220	



UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

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(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares				(d) Cost	(e) Current Value
		Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares		
	Partnerships/Joint Venture Interests						
	ADVENT INTERNATIONAL GPE X LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	\$ 334,400	\$ 338,643
	ADVENT INTL GPE IX LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	2,292,741	2,986,555
	ADVENT INTL GPE VIII-B LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	4,691,732	7,506,937
	AEW PARTNERS RE FUND VIII LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	4,685,118	5,370,207
	AHL ALPHA CAYMAN LIMITED	Partnerships/Joint Venture Interest	N/A	N/A	N/A	90,000,000	113,355,597
	ALCHEMY SPECIAL OPP FD III LP	Partnerships/Joint Venture Interest	N/A	N/A	1,499,127	735,301	1,911,087
	ALPHADYNE INTERNATIONAL	Partnerships/Joint Venture Interest	N/A	N/A	N/A	45,473,738	80,520,222
	AMERICAN SECURITIES PARTNERS	Partnerships/Joint Venture Interest	N/A	N/A	N/A	17,283	3,067,052
	ARBOUR LANE CR OPP III LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	14,525,843	13,741,473
	ARBOUR LANE CREDIT OPP FD II	Partnerships/Joint Venture Interest	N/A	N/A	N/A	17,437,355	16,953,117
	ARISTEA	Partnerships/Joint Venture Interest	N/A	N/A	N/A	50,000,000	53,956,636
	ARLINGTON CAPITAL PTNS VI LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,144,667	1,256,692
	ARMIS INVESTOR HOLDINGS LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	266,228	355,876
	BACKCAST CREDIT OPP FD II LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	10,465,436	10,465,436
	BARING ASIA PE FUND VI LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	506,171	1,202,876
	BAYBERRY CAPITAL PARTNER:	Partnerships/Joint Venture Interest	N/A	N/A	N/A	33,000,000	38,619,972
	BESSEMER VENT PTNS CENTURY II	Partnerships/Joint Venture Interest	N/A	N/A	N/A	68,678	54,440
	BESSEMER VENT PTNS XI INSTL LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	528,751	549,764
	BLACKROCK EUROPEAN HDG FD LTC	Partnerships/Joint Venture Interest	N/A	N/A	N/A	35,000,000	50,304,079
	BLACKSTONE ENERGY PARTNERS	Partnerships/Joint Venture Interest	N/A	N/A	N/A	8,264	955,167
	BLACKSTONE REP VII LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	4,970,988	1,688,773
	BLK MSCI ACWI EQT INDEX	Partnerships/Joint Venture Interest	N/A	N/A	3,253,839	55,792,131	89,395,153
	BLUE MOON SENIOR HOUSING II	Partnerships/Joint Venture Interest	N/A	N/A	N/A	18,470,097	18,201,923
	BLUEBAY DIRECT LENDING FD III	Partnerships/Joint Venture Interest	N/A	N/A	N/A	18,565,342	24,498,664
	BREYAN HOWARD ALPHA STRATEGIE	Partnerships/Joint Venture Interest	N/A	N/A	N/A	100,000,000	108,302,765
	BROOKFIELD INFRA FD IV	Partnerships/Joint Venture Interest	N/A	N/A	N/A	10,891,817	14,842,443
	BROOKFIELD STRATEGIC RE PTNRS	Partnerships/Joint Venture Interest	N/A	N/A	N/A	14,984,150	21,972,744
	CALLODINE ASSET BASED LOAN I	Partnerships/Joint Venture Interest	N/A	N/A	N/A	17,388,329	17,388,329
	CANAAN X LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,933,608	5,288,362
	CANAAN XI LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	2,324,077	5,361,860
	CANAAN XII LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	887,336	1,237,774
	CAXTON GLOBAL INVTs LTD	Partnerships/Joint Venture Interest	N/A	N/A	N/A	44,292,156	94,355,531
	CB BLIZZARD CO-INVEST LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	454,083	151,637
	CB CATALYST CO-INVEST LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	423,126	427,552
	CB FARADAY CO-INVEST LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	453,000	1,058,719
	CB NOTEPAD CO-INVEST	Partnerships/Joint Venture Interest	N/A	N/A	N/A	402,870	404,756
	CENTERBRIDGE CAP PARTNERS IV	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,128,476	1,623,807
	CENTERBRIDGE CAPITAL PTNRSHF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	3,843,150	5,217,208
	CENTERBRIDGE SCP III LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	336,189	351,730
	CENTERBRIDGE SCP III-FLEX LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	3,942,898	4,114,839
	CHARLESBANK CONV 1 ISH AGGRE	Partnerships/Joint Venture Interest	N/A	N/A	N/A	242,163	272,575
	CHARLESBANK EQUITY FD IX LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,900,463	3,042,284
	CHARLESBANK EQUITY FD VIII LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,429,861	1,766,258
	CHARLESBANK EQUITY FUND X LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	716,611	930,321
	CITADEL GLOBAL FIXED INCOME	Partnerships/Joint Venture Interest	N/A	N/A	N/A	4,122,484	13,314,019
	CITADEL KENSINGTON GLOBAL	Partnerships/Joint Venture Interest	N/A	N/A	N/A	37,561,244	112,038,850
	CLEARLAKE CAP PARTNERS VII LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	554,996	603,018
	CLEARLAKE CAPITAL PTNRS IV LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,281,658	1,490,838
	CLEARLAKE CAPITAL PTNRS V LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	2,639,102	3,352,321
	CLEARLAKE CAPITAL PTNRS VI LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,143,845	2,250,758
	CONSTELLATION 2022 LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	749,945	1,057,523
	CONTRARIAN DISTRESSED RE III	Partnerships/Joint Venture Interest	N/A	N/A	N/A	3,312,036	3,468,619
	CQS DIROPP FEEDER FD	Partnerships/Joint Venture Interest	N/A	N/A	N/A	41,445,000	54,319,014
	CRAYHILL PRINCIPAL STRAT II	Partnerships/Joint Venture Interest	N/A	N/A	N/A	18,853,059	18,322,869
	CTRSQUARE VAL-ADDED FD IV LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	3,984,634	2,850,989
	CVC CAP PTNS VIII (A) LP	Partnerships/Joint Venture Interest	N/A	N/A	1,030,744	928,535	1,138,611
	CVC CAPITAL PARTNERS VII LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,190,302	4,016,254
	DAVIDSON KEMPNER INST PARTNER	Partnerships/Joint Venture Interest	N/A	N/A	N/A	31,441,782	40,595,939
	DAVIDSON K LTD OPP INTL IV AIV	Partnerships/Joint Venture Interest	N/A	N/A	N/A	6,578,458	7,987,121
	DAVIDSON KEMPNER LONG TERM	Partnerships/Joint Venture Interest	N/A	N/A	N/A	12,708,990	16,796,299
	DAVIDSON KEMPNER LT DO INTL IV	Partnerships/Joint Venture Interest	N/A	N/A	N/A	4,698,914	4,308,852
	DE SHAW COMPOSITE INTL FD	Partnerships/Joint Venture Interest	N/A	N/A	N/A	51,449,241	130,938,964
	DE SHAW OCULUS INTERNATIONAL	Partnerships/Joint Venture Interest	N/A	N/A	N/A	22,443,645	50,788,180
	DIAMOND PARENT HLDGS CORP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	910,455	4,380,049
	DK LNGTRM DIST OPP INTL III	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,252,050	1,342,467
	DORCHESTER CAP SEC OFFSR V LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	23,620,610	40,235,585
	DORCHESTER CAP SECONDARIES	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,689,863	6,365,018
	DORCHESTER CR SEC CYM VI LP	Partnerships/Joint Venture Interest	N/A	N/A	N/A	5,661,054	5,661,054
	DRAGON CO-INVESTMENT PARTNER:	Partnerships/Joint Venture Interest	N/A	N/A	N/A	866,382	155,651
	ELLIOT INTERNATIONAL LIMITED	Partnerships/Joint Venture Interest	N/A	N/A	N/A	57,736,006	96,314,233
	ELLIOTT INTERNATL CO-INVEST II	Partnerships/Joint Venture Interest	N/A	N/A	N/A	14,181,917	9,756,668
	ENCAP ENERGY CAPITAL FD X LF	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,799,113	4,686,484
	ENCAP ENERGY CAPITAL X	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,591,309	3,158,340
	ENCAP FLATROCK MID III 2NDRY	Partnerships/Joint Venture Interest	N/A	N/A	N/A	492,713	772,560
	ENCAP FLATROCK MIDSTREAM FD I	Partnerships/Joint Venture Interest	N/A	N/A	N/A	163,220	137,720
	ENCAP FLATROCK MIDSTREAM FD IV	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,509,093	1,727,352
	ENCAP FLATROCK MIDSTREAM II	Partnerships/Joint Venture Interest	N/A	N/A	N/A	1,200,490	1,757,574
	ENTRUST SPECIAL OPP FUND III	Partnerships/Joint Venture Interest	N/A	N/A	N/A	10,525,105	8,739,629
	ENTRUST SPECIAL OPPS FUND II	Partnerships/Joint Venture Interest	N/A	N/A	N/A	-	179,397
	EQT INFRA V (NO 2) USD SCSP2	Partnerships/Joint Venture Interest	N/A	N/A	N/A	13,162,230	16,577,666
	ETON PARK OVERSEAS FUND LTC	Partnerships/Joint Venture Interest	N/A	N/A	N/A	758	4,376
	ETON PARK OVERSEAS FUND LTC	Partnerships/Joint Venture Interest	N/A	N/A	N/A	957	4,332
	EVEREST CO-INVEST SCSP	Partnerships/Joint Venture Interest	N/A	N/A	935,180	657,841	1,033,046
	EVERSIDE HEALTH HOLDINGS LLC	Partnerships/Joint Venture Interest	N/A	N/A	N/A	374,998	374,998
	FACT GLOBAL LONG SHOR	Partnerships/Joint Venture Interest	N/A	N/A	N/A	21,000,000	21,578,897

UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

DECEMBER 31, 2023

Form 5500 Schedule H Item 4i

E.I.N. 53-0237142
Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares			(d) Cost	(e) Current Value
(a)	(b) Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares	
	FARALLON ASIA SPECIAL	Partnerships/Joint Venture Interest:	N/A	N/A	\$ 729,197	\$ 302,615
	FARALLON ASIA SPECIAL	Partnerships/Joint Venture Interest:	N/A	N/A	1,599,916	2,406,373
	FCOI II HLDGS LP (FARALLON)	Partnerships/Joint Venture Interest:	N/A	N/A	255,127	483,468
	FIDENTIA FORTUNE COINVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	817,698	907,377
	FIR TREE INTERNATIONAL VALUE	Partnerships/Joint Venture Interest:	N/A	N/A	1,084	589
	FIR TREE REAL ESTATE III	Partnerships/Joint Venture Interest:	N/A	N/A	45,267	104,512
	FLUID POWER HOLDINGS LLC	Partnerships/Joint Venture Interest:	N/A	N/A	362,133	362,133
	FORTISSIMO CAPITAL FD VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	300,000	300,000
	FORTISSIMO CAPITAL FUND IV LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,356,073	5,357,365
	FORTISSIMO CAPITAL FUND V LP	Partnerships/Joint Venture Interest:	N/A	N/A	2,145,018	2,605,842
	FORTISSIMO FF 4 TUT HLDGS LP	Partnerships/Joint Venture Interest:	N/A	N/A	700,385	700,385
	FP CREDIT PARTNERS II AGGRE LP	Partnerships/Joint Venture Interest:	N/A	N/A	12,785,655	12,307,233
	GC XI ALPHA CO-INVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	853,236	853,236
	GENSTAR CAP PARTNERS IX LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,382,568	3,365,516
	GENSTAR CAP PARTNERS VIII LP	Partnerships/Joint Venture Interest:	N/A	N/A	174,984	5,014,876
	GENSTAR CAPITAL PARTNERS X LP	Partnerships/Joint Venture Interest:	N/A	N/A	896,160	957,061
	GENSTAR CAPITAL PARTNERS XI LP	Partnerships/Joint Venture Interest:	N/A	N/A	11,928	11,928
	GENSTAR CAPITAL PTNRS VII LP	Partnerships/Joint Venture Interest:	N/A	N/A	3,078,273	3,270,912
	GGV CAPITAL VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	2,018,830	3,730,488
	GGV CAPITAL VI PLUS LP	Partnerships/Joint Venture Interest:	N/A	N/A	443,580	807,701
	GGV CAPITAL VII LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,773,914	2,609,651
	GGV CAPITAL VII PLUS LP	Partnerships/Joint Venture Interest:	N/A	N/A	485,579	645,671
	GGV DISCOVERY II LP	Partnerships/Joint Venture Interest:	N/A	N/A	299,888	634,267
	GLENDON OPPORTUNITIES FD LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,034,636	1,358,821
	GOF II FEEDER B LP	Partnerships/Joint Venture Interest:	N/A	N/A	3,034,458	3,456,309
	GREENBRIAR COINV WPS LP	Partnerships/Joint Venture Interest:	N/A	N/A	757,583	750,083
	GREENBRIAR EQUITY FUND VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	333,905	400,539
	GRIDIRON CAPITAL FUND II	Partnerships/Joint Venture Interest:	N/A	N/A	5,332	490,146
	GTCR (CP-I) LP	Partnerships/Joint Venture Interest:	N/A	N/A	451,497	222,489
	GTCR AP INVESTORS LP	Partnerships/Joint Venture Interest:	N/A	N/A	329,852	698,779
	GTCR EVERGREEN I/B CONT FUND	Partnerships/Joint Venture Interest:	N/A	N/A	692,373	692,373
	GTCR FUND XI LP	Partnerships/Joint Venture Interest:	N/A	N/A	7,248,564	8,741,818
	GTCR FUND XII/A & XII/B LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,712,215	3,432,827
	GTCR FUND XIII LP	Partnerships/Joint Venture Interest:	N/A	N/A	623,728	761,262
	GTCR STRATEGIC GROWTH FUND	Partnerships/Joint Venture Interest:	N/A	N/A	219,380	249,350
	H AND F SPEEDSTER PARTNERS LP	Partnerships/Joint Venture Interest:	N/A	N/A	329,070	386,035
	H&F CAPITAL PARTNERS IX LP	Partnerships/Joint Venture Interest:	N/A	N/A	2,400,801	4,031,922
	H&F FLASHDANCE PARTNERS I LP	Partnerships/Joint Venture Interest:	N/A	N/A	347,856	876,713
	H&F UNITE PARTNERS LP	Partnerships/Joint Venture Interest:	N/A	N/A	379,223	645,553
	HAMILTON LANE SEC FUND II LP	Partnerships/Joint Venture Interest:	N/A	N/A	24,807	92,266
	HAMLTN LN VENTR CAP S201C	Partnerships/Joint Venture Interest:	N/A	N/A	5,085	3,811,835
	HAMLTN LN VENTR CAP S201I	Partnerships/Joint Venture Interest:	N/A	N/A	29,616	3,036,409
	HAMLTN LN VENTR CAP S201J	Partnerships/Joint Venture Interest:	N/A	N/A	509,701	1,523,473
	HARVEST PARTNERS VII LP	Partnerships/Joint Venture Interest:	N/A	N/A	2,255,840	1,724,236
	HARVEY PERFORMANCE CO LLC	Partnerships/Joint Venture Interest:	N/A	N/A	1,516,072	-
	HELLMAN & FRIEDMAN CAP PTNR	Partnerships/Joint Venture Interest:	N/A	N/A	5,544,510	12,462,227
	HELLMAN & FRIEDMAN CP X LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,062,056	1,205,149
	HIG BAYSIDE LOAN OPP FD II	Partnerships/Joint Venture Interest:	N/A	N/A	-	47,167
	HIGHBRIDGE ASIA STRATEGIES	Partnerships/Joint Venture Interest:	N/A	N/A	49,167,025	60,893,734
	HL SECONDARY FUND II INDIANA	Partnerships/Joint Venture Interest:	N/A	N/A	2,991	23,064
	HUNTRESS CO-INVESTMENT	Partnerships/Joint Venture Interest:	N/A	N/A	78,396	21
	ICEBOX CO-INVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,152,456	400,701
	ICON PARTNERS I LP	Partnerships/Joint Venture Interest:	N/A	N/A	296,296	296,296
	ICON PARTNERS II LP	Partnerships/Joint Venture Interest:	N/A	N/A	190,580	136,444
	ICON PARTNERS III LP	Partnerships/Joint Venture Interest:	N/A	N/A	253,840	175,793
	ICON PARTNERS IV LP	Partnerships/Joint Venture Interest:	N/A	N/A	247,991	252,750
	ICON PARTNERS V LP	Partnerships/Joint Venture Interest:	N/A	N/A	221,230	245,830
	ICON SOFTWARE PARTNERS LP	Partnerships/Joint Venture Interest:	N/A	N/A	117,472	461,060
	INDEX VENT GR IV (JERSEY) LP	Partnerships/Joint Venture Interest:	N/A	N/A	2,819,794	7,786,199
	INDEX VENT GROWTH V JERSEY LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,336,884	1,723,024
	INDEX VENT GROWTH VI JERSEY	Partnerships/Joint Venture Interest:	N/A	N/A	352,738	363,099
	INDEX VENTURES GROWTH III LP	Partnerships/Joint Venture Interest:	N/A	N/A	7,677,525	7,304,978
	INDEX VENTURES XI JERSEY LP	Partnerships/Joint Venture Interest:	N/A	N/A	81,376	80,416
	INSIGHT MB HOLDINGS LLC	Partnerships/Joint Venture Interest:	N/A	N/A	560,000	677,992
	INSIGHT PARTNERS XI LP	Partnerships/Joint Venture Interest:	N/A	N/A	1,837,821	2,827,281
	INSIGHT PARTNERS XII LP	Partnerships/Joint Venture Interest:	N/A	N/A	885,921	853,592
	INSIGHT RF HOLDINGS LLC	Partnerships/Joint Venture Interest:	N/A	N/A	418,949	1,600,284
	INSIGHT VENTURE PARTNERS IX LP	Partnerships/Joint Venture Interest:	N/A	N/A	5,048,641	20,396,531
	INSIGHT VENTURE PARTNERS X LP	Partnerships/Joint Venture Interest:	N/A	N/A	2,469,851	6,170,698
	INSTITUTIONAL VENT PTNS XVII	Partnerships/Joint Venture Interest:	N/A	N/A	937,743	1,105,183
	INSTITUTIONAL VENTURE PTNRS XV	Partnerships/Joint Venture Interest:	N/A	N/A	7,269,627	9,473,299
	INSTL VENTURE PTNRS XVI LP	Partnerships/Joint Venture Interest:	N/A	N/A	2,271,623	4,045,821
	IPI PARTNERS II-A LP	Partnerships/Joint Venture Interest:	N/A	N/A	16,108,746	21,788,318
	IRC SUPERMAN AGGREGATOR LLC	Partnerships/Joint Venture Interest:	N/A	N/A	319,539	254,139
	ISQ GLOBAL INFRA FD III (JUSTE)	Partnerships/Joint Venture Interest:	N/A	N/A	5,874,553	5,874,553
	ITHACA LP BLAKENEY	Partnerships/Joint Venture Interest:	N/A	N/A	370,125	987,574
	KAYNE SIMPLIFIED MIDSTREAM LP	Partnerships/Joint Venture Interest:	N/A	N/A	45,640,927	52,921,126
	KENNEDY LEWIS CAP PTNS II LP	Partnerships/Joint Venture Interest:	N/A	N/A	27,668,830	30,008,592
	KEPOS ALPHA LTD.	Partnerships/Joint Venture Interest:	N/A	N/A	40,518,002	57,165,980
	KEPOS CARBON TRANSITION FUND	Partnerships/Joint Venture Interest:	N/A	N/A	15,121,352	13,482,022
	KING ST GBL DRAWDOWN II	Partnerships/Joint Venture Interest:	N/A	N/A	9,179,363	9,179,362
	KING STREET CAPITAL LTC	Partnerships/Joint Venture Interest:	N/A	N/A	38,507,711	48,426,510
	KLCP DOMESTIC FUND III	Partnerships/Joint Venture Interest:	N/A	N/A	12,453,054	13,227,581
	KNOCKOUT COINVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	750,010	1,102,857
	KPS SPECIAL SITUATIONS FUND IV	Partnerships/Joint Venture Interest:	N/A	N/A	1,076,812	2,142,515
	KPS SPECIAL SITUATIONS FUND V	Partnerships/Joint Venture Interest:	N/A	N/A	1,747,339	1,747,340

UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

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Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares			(d) Cost	(e) Current Value
(a)	(b) Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares	
	LAURION CAPITAL LTD	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	\$ 32,932,150
	LEM MULTIFAMILY FD VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	\$ 68,430,465
	LINDEN MANAGER III LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	9,300,000
	LOOMIS STRATEGIC ALPHA TRUST	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,114,021
	MADISON DEARBORN CAP PTNRS	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	121,535,488
	MADISON DEARBORN CAP PTNS VI	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,450,133
	MAGNESIUM COINV SCSP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	4,880,111
	MAN ALTERNATIVE RISK PREMIA SF	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	194,977
	MAN STRATEGIES 1783 LIMITED SR	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	49,821,503
	MARCHALL WACE MKT NTRL TOP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	50,000,000
	MARLIN HERITAGE EUROPE	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	19,096,766
	MARLIN HERITAGE EUROPE II LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	3,081,400
	MARSHALL WACE EUREK	Partnerships/Joint Venture Interest:	N/A	N/A	1,310,247	1,058,195
	MASS CO-INVEST BETA LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	20,000,000
	MAYFAIR EQUITY PARTNERS I LP	Partnerships/Joint Venture Interest:	N/A	N/A	20,371,138	760,238
	MAYFAIR EQUITY PARTNERS II LP	Partnerships/Joint Venture Interest:	N/A	N/A	485,834	637,029
	MAYFAIR EQUITY PARTNERS III LP	Partnerships/Joint Venture Interest:	N/A	N/A	510,303	652,067
	MDCP COINVESTORS MOBIUS LP	Partnerships/Joint Venture Interest:	N/A	N/A	572,927	719,740
	MDCP INSURANCE SPV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	818,329
	MDCP VII AUXILIARY SPV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	660,647
	MILLENNIUM INTERNATIONAL LTD	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	443,180
	MONARCH CP OFFSHORE VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	24,275	36,369,474
	MOON CAPITAL GLOBAL EQUITY	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	11,250,000
	MS IFHF SPV LP - INST CAYMAN	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	417,794
	NAUTIC PARTNERS ESS LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	175,876
	NAUTIC PARTNERS IX LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	260,016
	NAUTIC PARTNERS VIII LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	963,633
	NAUTIC PARTNERS X LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,168,446
	NB PARTNERS FUND III LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	427,761
	NC MAAS COINV BETA LP-S	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	14,484,384
	NC VINLAND CO-INVEST BETA LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	316,259
	NEA 18 VENT GR EQUITY LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	30,966
	NEW ENTERPRISE ASSOC 15 LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	548,552
	NEW ENTERPRISE ASSOCIATES 16	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	443,602
	NEW ENTERPRISE ASSOCIATES 17	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	3,622,592
	NEW ENTERPRISE ASSOCIATES 18	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,332,677
	NORDIC CAPITAL FUND XI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,767,830
	NORDIC CAPITAL IX BETA LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	426,030
	NORDIC CAPITAL X BETA LP	Partnerships/Joint Venture Interest:	N/A	N/A	277,007	295,469
	NORTHBRIDGE PTNS FD VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	3,771,680	2,345,445
	OAKTREE OPPORTUNITIES FUND XB	Partnerships/Joint Venture Interest:	N/A	N/A	1,467,166	1,125,287
	ODYSSEY INVEST PARTNERS VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,119,276
	ODYSSEY INVEST PTNRS V LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	4,020,085
	ONEX CAMELOT CO-INVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,042,612
	ONEX PARTNERS IV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,439,626
	ONEX PARTNERS V LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	487,189
	OZ OVERSEAS FUND LTD	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	3,739,566
	OZ OVERSEAS INSTITUTIONAL	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,034,495
	PAMILCO CAPITAL III LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	51,205
	PEARLSTONE ALTR FUND SA	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	4,897
	PEGASUS PARTNERS V LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	945,946
	PERMIRA CR SOL IV MST FED SCSP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	15,000,000
	PERMIRA V	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	651,939
	PERMIRA VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	25,187,819
	PERMIRA VII LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	5,333,486
	PERMIRA VIII LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	6,785,693
	PORTFOLIO ADVISORS PE FUND V	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,858,399
	PORTFOLIO ADVISORS PE VSPECIAL	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,274,548
	PRESTON HOLLOW CAP LLC	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	231,912
	PRESTON HOLLOW CAPITAL LLC - 2	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	-
	PRISM VISION HOLDINGS LLC	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,006,381
	PROJECT ALPINE COINV FD LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	365,937
	PROJECT HOTEL CA COINV FD LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	69,921
	PROJECT MIRASOL CO-INV FD LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	330,000
	PURE ALPHA MAJOR MARKET	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	750,029
	QUAD-C PARTNERS IX LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	750,122
	QUAD-C HSID HOLDINGS LLC	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	289,997
	QUAD-C PARTNERS X LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	30,809,383
	RED CYPRESS CO-INVEST PTNRS	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	564,000
	REP COINVEST III ADD LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,144,650
	REP COINVEST III ADD LP - 2	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	313,321
	REP COINVEST III OMNI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	342,072
	REP COINVEST III TEC LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	225,385
	REP COINVEST TOPCO LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	439,745
	RESOLUTE FUND III	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	105,974
	RESOLUTE FUND IV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	204,159
	RESOLUTE II COINT FUND LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	320,000
	RIDGEMONT EQUITY PARTNERS II	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	64,288
	RIDGEMONT EQUITY PARTNERS III	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,718,753
	RIDGEMONT EQUITY PARTNERS IV	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,741,332
	RIVERBED TECHNOLOGY INC	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	281,321
	ROADRUNNER 2023 LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,850,096
	ROARK CAPITAL GROWTH L F	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	213,452
	ROARK CAPITAL PARTNERS III LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	469,745
	SHASTA VENTURES IV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	400,000
			N/A	N/A	N/A	1,002,778
			N/A	N/A	N/A	135,222
			N/A	N/A	N/A	630,098
			N/A	N/A	N/A	2,960,120

UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

DECEMBER 31, 2023

Form 5500 Schedule H Item 4i

E.I.N. 53-0237142
Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares			(d)	(e)	
(a)	(b) Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Par/Maturity Value or Shares	Cost Current Value	
	SHASTA VENTURES V LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	\$ 4,936,204	\$ 14,165,940
	SHORT TERM FUND AT FORMER	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	40,829	40,829
	SIGULER GUFF DISTRESSED RE OPP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	4,006,468	9,402,474
	SIGULER GUFF DOF III LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,327,722	586,015
	SILVER POINT CAPITAL OFFSHORE	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	33,664,271	52,149,034
	SUMMIT PARTNERS CO-INV SUMO LF	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	399,154	620,310
	SUMMIT PRTN COINVEST IRONMAN	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	723,727	723,726
	SUMMIT PTNR GROWTH EQ IX-A	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,241,055	6,738,569
	SUMMIT PTNRS COINVEST GIANTS	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	861,832	217,911
	SUMMIT PTNRS VENT CAP V-A LF	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	747,186	794,410
	SUMMIT PTNS COINV RIGGINGS LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	149,964	50,075
	SUMMIT PTNS COINVEST LIONS LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	421,601	823,997
	SUMMIT PTNS GROWTH EQ X-A LF	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,753,799	2,701,501
	SUMMIT PTNS GROWTH EQ XI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	302,630	344,622
	SUMMIT VENTURES IV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,095,186	4,249,961
	T VIII CELESTIAL CO-INVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	300,163	245,730
	TA REALTY CORE PROPERTY FD LF	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	24,314,009	31,696,885
	TACONIC CRE DISLOCATION FUND	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,698,975	2,092,027
	TCV BUS CO LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	588,185	762,457
	TCV IX LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,404,990	5,931,969
	TCV VIII LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	4,432,805	10,905,322
	TCV X LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,484,390	3,916,921
	TCV XI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	968,987	954,635
	TCW CAPITAL TRUST	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	79,721	178,018
	THE REALTY ASSOCIATES FUND >	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	90	1
	THE RESOLUTE FUND V LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,298,104	2,026,364
	THIRD POINT OFFSHORE FUND LTD	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	41,151,830	57,840,711
	THIRD POINT ULTRA LTD	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	5,037,661	8,589,450
	THOMA BRAVO DISC FUND III LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	922,133	1,126,943
	THOMA BRAVO DISCOVER FD II LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,366,439	2,623,020
	THOMA BRAVO DISCOVER FUND LF	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	5,098,670	1,933,907
	THOMA BRAVO DISCOVER IV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	539,926	602,900
	THOMA BRAVO EXPLORE FUND LF	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	668,448	1,128,154
	THOMA BRAVO FUND XI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	720,531	8,007,063
	THOMA BRAVO FUND XII LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,471,352	3,910,274
	THOMA BRAVO FUND XIII LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,526,167	2,832,405
	THOMA BRAVO FUND XIV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	847,059	966,596
	THOMA BRAVO FUND XV LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	693,239	747,818
	T-IX BOOST CO-INVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	380,332	405,075
	TOWERBROOK TMX CONT FD LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	703,358	731,838
	TPG - AXON PTNRS (OFFSHORE)LTC	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,915,577	1,281,541
	TPG GROWTH II LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	15,210	1,254,658
	TRIDENT IX LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,259,788	1,462,858
	TRIDENT VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	382,238	1,887,712
	TRIDENT VII COINVEST A LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	491,030	1,194,099
	TRIDENT VII LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,684,395	9,635,999
	TRIDENT VIII LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,918,775	3,050,648
	TRUE NORTH REAL ESTATE FD II	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	5,584,727	3,459,770
	TUDOR BVI GLOBAL FD	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	73,629,070	116,524,944
	T-VIII CO-INVEST-A LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	399,401	561,819
	T-VIII MERCURY CO-INVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	280,958	371,521
	T-VIII SKOPIMA CO-INVEST LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	225,009	482,860
	TWO SIGMA ABS RETURN MACRC	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	36,000,000	48,704,549
	TWO SIGMA SPECTRUM CAYMEN	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	26,986,716	39,891,548
	VIKING GLOBAL EQUITIES III LTD	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	10,120,811	28,743,634
	VIKING GLOBAL OPPORTUNITIES	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	10,000,000	32,465,727
	VISTA EQUITY PARTNERS FD VII	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	1,340,925	2,129,804
	VISTA EQUITY PTNRS FD VI LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	2,098,348	5,408,412
	WESTEROS CO-INVESTMENT LF	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	249,609	498,299
	WESTVIEW CP V LP	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	520,937	520,937
	WOLVERINE TOPCO INC	Partnerships/Joint Venture Interest:	N/A	N/A	N/A	700,000	1,562,844
	Total - Partnerships/Joint Venture Interests					2,231,661,528	3,270,620,982
Common Collective Trusts							
	BOSTON TRUST WALDEN SMALL CAP CI	Common Collective Trusts	N/A	N/A	3,493,456	45,335,222	46,183,488
	JPMCB STRATEGIC PROPERTY FUND	Common Collective Trusts	N/A	N/A	5,897,638	27,245,013	66,338,688
	WILLIAM BLAIR EMERGING MARKETS GROWTH CT	Common Collective Trusts	N/A	N/A	3,387,905	90,000,000	70,648,991
	WILLIAM BLAIR EMERGING SMALL CAP GROWTH CT	Common Collective Trusts	N/A	N/A	2,582,997	53,971,359	54,333,334
	Total - Common Collective Trusts					216,551,594	237,504,501
Forward contracts, swaps and options - net							
	CASSA DEPOSITI E PRESTITI 144A	Other Debt Instruments	5/5/2026	5.75%	400,000	399,240	399,668
	CHILE GOVERNMENT INTERNATIONAL	Other Debt Instruments	1/31/2034	3.5%	300,000	299,796	267,237
	GOLDEN ST TOBACCO SECURITIZAT	Other Debt Instruments	6/1/2029	2.587%	500,000	500,000	441,470
	ILLINOIS ST	Other Debt Instruments	04/01/2035	6.725%	567,692	616,981	597,984
	ILLINOIS ST	Other Debt Instruments	7/1/2035	7.350%	257,143	291,243	279,301
	PORT AUTH OF NEW YORK & NEW JE	Other Debt Instruments	8/1/2069	3.287%	400,000	400,000	279,688
	CCP CDS SP ROLLS ROYCE PLC	Forward contracts, swaps and options - ne	N/A	N/A	100,000	108	675
	CCP_CDS SP ROLLS ROYCE PLC	Forward contracts, swaps and options - ne	N/A	N/A	(100,000)	(3,714)	-
	CCP_CDS_SP UL THE BOEING COMP	Forward contracts, swaps and options - ne	N/A	N/A	200,000	1,856	1,401
	CCP_CDS_SP UL ROLLS ROYCE PLC	Forward contracts, swaps and options - ne	N/A	N/A	100,000	-	903
	CCP_CDS_SP UL ROLLS ROYCE PLC	Forward contracts, swaps and options - ne	N/A	N/A	(100,000)	(14,485)	-
	CCP_CDX_SP UL CDX.NAIG.41 CM	Forward contracts, swaps and options - ne	N/A	N/A	5,200,000	65,855	101,052
	CCP_CDX_SP UL ITRAXX EUROPE S	Forward contracts, swaps and options - ne	N/A	N/A	3,600,000	44,029	77,626

UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR), CONTINUED

DECEMBER 31, 2023

Form 5500 Schedule H Item 4i

E.I.N. 53-0237142
Plan No. 001

		(c) Description of investment including maturity date, rate of interest, collateral par/maturity value or shares						
	(b)				Par/Maturity	(d)	(e)	
(a)	Identity of issuer, borrower, lessor or similar party	Description	Maturity Date	Rate of Interest	Value or Shares	Cost	Current Value	
	CCP_IRS_R_CAD-CORRA-OIS-COMPC	Forward contracts, swaps and options - ne	N/A	N/A	2,500,000	\$ -	\$ (545)	
	CCP_IRS_R_CAD-CORRA-OIS-COMPO	Forward contracts, swaps and options - ne	N/A	N/A	(2,500,000)	(7,844)	-	
	CCP_OIS_P_JPY-TONA-OIS-COMPOU	Forward contracts, swaps and options - ne	N/A	N/A	1,250,000,000	1,409	7,803	
	CCP_OIS_R_JPY-TONA-OIS-COMPOU	Forward contracts, swaps and options - ne	N/A	N/A	1,250,000,000	278	(4,878)	
	CCP_OIS_R_JPY-TONA-OIS-COMPOU	Forward contracts, swaps and options - ne	N/A	N/A	(1,250,000,000)	(1,090)	-	
	CDS_SP_UL_REPUBLIC OF COLOMBI	Forward contracts, swaps and options - ne	N/A	N/A	100,000	-	34	
	CDS_SP_UL_REPUBLIC OF COLOMBI	Forward contracts, swaps and options - ne	N/A	N/A	100,000	-	(562)	
	CDS_SP_UL_REPUBLIC OF COLOMBI	Forward contracts, swaps and options - ne	N/A	N/A	(100,000)	(4,704)	-	
	CDS_SP_UL_REPUBLIC OF COLOMBI	Forward contracts, swaps and options - ne	N/A	N/A	(100,000)	(8,921)	-	
	EURO-BUND FUTURE (EUX)	Forward contracts, swaps and options - ne	N/A	N/A	1	-	4,573	
	LONG GILT FUTURE (ICF)	Forward contracts, swaps and options - ne	N/A	N/A	1	-	8,911	
	TRS_EL_LBUTTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	127,636	-	2,264,697	
	TRS_EL_LBUTTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	127,636	-	2,264,697	
	TRS_EL_LBUTTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	54,686	-	490,096	
	TRS_EL_LUATTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	32,602	-	4,827,378	
	TRS_EL_LUATTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	11,578	-	(6,599)	
	TRS_EL_LUATTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	6,796	-	1,006,284	
	TRS_EL_LUATTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	6,807	-	504,603	
	TRS_EL_LUTLTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	17,205	-	9,031,421	
	TRS_EL_LUTLTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	6,518	-	(93,403)	
	TRS_EL_LUTLTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	3,742	-	1,964,288	
	TRS_EL_LUTLTRUU INDEX	Forward contracts, swaps and options - ne	N/A	N/A	3,941	-	1,047,794	
	TRS_EL_SPTR INDEX	Forward contracts, swaps and options - ne	N/A	N/A	6,457	-	8,236,007	
	TRS_EL_SPTR INDEX	Forward contracts, swaps and options - ne	N/A	N/A	14,276	-	18,209,266	
	US 10YR NOTE FUTURE (CBT)	Forward contracts, swaps and options - ne	N/A	N/A	310	-	1,239,799	
	US 10YR ULTRA FUTURE (CBT)	Forward contracts, swaps and options - ne	N/A	N/A	(5)	-	(25,820)	
	US 2YR NOTE FUTURE (CBT)	Forward contracts, swaps and options - ne	N/A	N/A	(2)	-	(4,125)	
	US 5YR NOTE FUTURE (CBT)	Forward contracts, swaps and options - ne	N/A	N/A	(75)	-	(175,197)	
	US LONG BOND FUTURE (CBT)	Forward contracts, swaps and options - ne	N/A	N/A	2	-	18,500	
	Total - Forward contracts, swaps and options - net					2,580,037	53,262,027	
	Total assets (held at end of year)					\$ 3,808,906,630	\$ 5,156,694,659	

Schedule MB, Line 8b(2) - Schedule of Active Participant Data

Distribution of Active Participants

Measurement Date: January 1, 2023

[Form 5500 Sch. MB, Line 8b(2)]

Years of Eligibility Service

	Under 1			1 - 4			5 - 9			10 - 14			15 - 19			20 - 24			25 - 29			30 - 34			35 - 39			40 +		
Age	No.	Average		No.	Average		No.	Average		No.	Average		No.	Average		No.	Average		No.	Average		No.	Average		No.	Average		No.	Average	
		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.		Comp	Accrued Mon. Ben.
Under 25	-	-	-	10,966	\$19,262	\$ 21	1,603	\$25,978	\$ 68	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25 - 29	-	-	-	5,040	\$20,523	\$ 24	4,644	\$31,574	\$ 102	522	\$36,427	\$ 185	11	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
30 - 34	-	-	-	3,228	\$21,204	\$ 25	2,695	\$31,604	\$ 108	2,213	\$38,222	\$ 220	1,027	\$41,164	\$ 349	13	-	-	-	-	-	-	-	-	-	-	-	-	-	-
35 - 39	-	-	-	2,501	\$21,714	\$ 25	1,604	\$32,223	\$ 109	1,177	\$39,302	\$ 234	1,682	\$39,065	\$ 384	629	\$42,226	\$ 626	7	-	-	-	-	-	-	-	-	-	-	-
40 - 44	-	-	-	2,280	\$21,376	\$ 25	1,423	\$33,149	\$ 111	827	\$38,522	\$ 234	890	\$37,625	\$ 389	988	\$40,233	\$ 723	447	\$43,862	\$ 890	1	-	-	-	-	-	-	-	-
45 - 49	-	-	-	1,981	\$21,645	\$ 26	1,301	\$32,820	\$ 110	696	\$38,480	\$ 236	734	\$38,982	\$ 400	662	\$39,897	\$ 738	717	\$42,085	\$ 932	322	\$44,826	\$ 1,134	2	-	-	-	-	-
50 - 54	-	-	-	2,128	\$21,521	\$ 26	1,548	\$31,208	\$ 107	845	\$36,801	\$ 236	863	\$37,917	\$ 397	673	\$40,766	\$ 701	527	\$39,963	\$ 936	804	\$42,152	\$ 1,202	448	\$46,138	\$ 1,433	2	-	-
55 - 59	-	-	-	2,247	\$21,742	\$ 29	1,777	\$30,864	\$ 107	978	\$36,488	\$ 238	1,038	\$37,398	\$ 397	763	\$38,619	\$ 686	554	\$39,039	\$ 926	445	\$42,210	\$ 1,141	700	\$45,841	\$ 1,510	381	\$48,440	\$ 1,697
60 - 64	-	-	-	2,034	\$20,715	\$ 26	1,823	\$29,134	\$ 103	1,027	\$34,541	\$ 228	983	\$36,140	\$ 387	715	\$37,876	\$ 707	494	\$39,111	\$ 1,007	389	\$39,758	\$ 1,185	317	\$44,136	\$ 1,449	951	\$47,765	\$ 1,811
65 - 69	-	-	-	1,257	\$18,286	\$ 23	1,086	\$25,638	\$ 93	467	\$31,902	\$ 213	393	\$33,847	\$ 363	245	\$36,907	\$ 663	184	\$37,461	\$ 812	102	\$39,723	\$ 1,126	57	\$41,138	\$ 1,376	180	\$47,909	\$ 1,855
70 +	-	-	-	920	\$17,211	\$ 22	294	\$22,442	\$ 76	95	\$29,139	\$ 183	77	\$30,810	\$ 325	33	\$34,824	\$ 708	20	\$35,209	\$ 758	10	-	-	3	-	-	9	-	-

Notes

- Average compensation shown above is for the prior plan year (ending December 31, 2022) and only applies to the 72,237 active participants who are employees of The Kroger Co. who are accruing benefits under the Consolidated Plan.
- Averages are not shown for groupings with fewer than 20 employees.



Schedule MB, Line 3d – Withdrawal Liability Amounts

Withdrawal liability payments represented \$23,712 of the \$58,490,438 in contributions shown on Line 3. Withdrawal liability payments were made throughout the Plan Year (beginning January 1, 2023 and ending December 31, 2023).

Payment Date	Periodic Amounts	Lump Sum Amounts	Total Amounts
2/15/2023	\$11,856		\$11,856
3/31/2023	\$3,952		\$3,952
6/26/2023	\$3,952		\$3,952
10/18/2023	\$3,952		\$3,952



Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

Funding Standard Account Amortization Bases

Charges

[Schedule MB, Line 9c]

Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2023 Period	Balance	Annual Payment
Prior Atlanta Plan						
ENIL (2008)	1/1/2009	29.00	\$297,486,733	15.00	\$ 224,366,216	\$ 23,644,491
ENIL (2008)	1/1/2010	28.00	49,726,012	15.00	37,901,541	3,994,196
ENIL (2008)	1/1/2011	27.00	56,264,834	15.00	43,380,238	4,571,561
Assumption	1/1/2011	15.00	1,284,647	3.00	378,216	135,291
Prior Central Ohio Plan						
Amendment	1/1/1997	Not Available		4.00	12,630,455	3,507,948
Amendment	1/1/1998	Not Available		5.00	3,556	817
Amendment	1/1/1999	Not Available		6.00	18,978,981	3,761,279
Amendment	1/1/2001	Not Available		8.00	176,584	28,044
Assumption	1/1/2007	Not Available		14.00	44,772,483	4,906,121
ENIL (2008)	1/1/2009	Not Available		15.00	64,540,273	6,801,478
ENIL (2008)	1/1/2010	Not Available		15.00	10,763,429	1,134,288
ENIL (2008)	1/1/2011	Not Available		15.00	12,459,720	1,313,048
Prior Indiana Plan						
Amendment	1/1/1996	Not Available		3.00	1,151,672	411,962
Amendment	1/1/1997	Not Available		4.00	6,781,500	1,883,475
Amendment	1/1/1999	Not Available		6.00	2,873,781	569,530
Amendment	1/1/2000	Not Available		7.00	7,823,795	1,374,080
Assumption	1/1/2000	Not Available		7.00	2,169,453	381,017
ENIL (2008)	1/1/2009	Not Available		15.00	40,795,066	4,299,126
Assumption	1/1/2010	Not Available		2.00	268,307	139,004
ENIL (2008)	1/1/2011	Not Available		15.00	22,330,499	2,353,265
Prior NW Ohio Plan						
Amendment	1/1/1994	Not Available		1.00	283,152	283,152
Amendment	1/1/1995	Not Available		2.00	93,090	48,225
Amendment	1/1/1996	Not Available		3.00	86,255	30,856
Amendment	1/1/1998	Not Available		5.00	963,230	221,466
Amendment	1/1/2000	Not Available		7.00	386,065	67,805
Amendment	1/1/2001	Not Available		8.00	244,683	38,859

See the comments following the exhibit.

Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

Funding Standard Account Amortization Bases (cont.)

Charges

[Schedule MB, Line 9c]

Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2023		Annual Payment
				Period	Balance	
Prior NW Ohio Plan (cont.)						
Amendment	1/1/2002	Not Available		9.00	\$ 179,948	\$ 26,241
Exper Loss	1/1/2009	Not Available		1.00	2,493,737	2,493,737
Exper Loss	1/1/2011	Not Available		3.00	809,116	289,428
Prior Non-Food Plan						
Amendment	7/1/1993	Not Available		0.50	245	245
Amendment	1/1/1994	Not Available		1.00	259	259
Amendment	1/1/1995	Not Available		2.00	4,034	2,089
Amendment	1/1/1996	Not Available		3.00	11,361	4,066
Amendment	1/1/1997	Not Available		4.00	39,051	10,845
Amendment	1/1/1998	Not Available		5.00	25,161	5,785
Amendment	1/1/1999	Not Available		6.00	16,771	3,324
Amendment	1/1/2000	Not Available		7.00	27,148	4,767
Amendment	1/1/2001	Not Available		8.00	67,657	10,744
Amendment	1/1/2002	Not Available		9.00	95,028	13,858
Amendment	1/1/2003	Not Available		10.00	80,983	10,974
Amendment	1/1/2004	Not Available		11.00	12,708	1,616
Amendment	1/1/2005	Not Available		12.00	16,375	1,969
Exper Loss	1/1/2007	Not Available		14.00	136,207	14,925
Exper Loss	1/1/2009	Not Available		1.00	178,716	178,716
Exper Loss	1/1/2011	Not Available		3.00	41,776	14,943
Exper Loss	1/1/2012	Not Available		4.00	396,183	110,033
Exper Loss	1/1/2014	Not Available		6.00	34,392	6,816
Exper Loss	1/1/2015	Not Available		7.00	134,260	23,579
Assumption	1/1/2016	Not Available		8.00	434,999	69,086
Exper Loss	1/1/2016	Not Available		8.00	344,728	54,749
Amendment	1/1/1994	Not Available		1.00	1,629	1,629
Amendment	1/1/1997	Not Available		4.00	10,725	2,977
Amendment	1/1/1998	Not Available		5.00	4,909	1,130
Amendment	1/1/2000	Not Available		7.00	4,493	788

See the comments following the exhibit.

Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

Funding Standard Account Amortization Bases (cont.)

Charges

[Schedule MB, Line 9c]

Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2023		Annual Payment
				Period	Balance	
Prior Midwest Plan						
Amendment	12/1/1978	Not Available		0.92	76,923	76,923
Amendment	12/1/1979	Not Available		1.92	234,172	126,220
Amendment	12/1/1980	Not Available		2.92	54,860	20,127
Amendment	12/1/1991	Not Available		3.92	73,176	20,697
Assumption	12/1/1988	Not Available		0.92	45,987	45,987
Amendment	12/1/1988	Not Available		0.92	3,770	3,770
Amendment	12/1/1989	Not Available		1.92	187,244	100,926
Amendment	12/1/1989	Not Available		1.92	3,892	2,096
Amendment	12/1/1990	Not Available		2.92	282,137	103,506
Amendment	12/1/1990	Not Available		2.92	13,837	5,076
Amendment	12/1/1991	Not Available		3.92	11,432	3,232
Amendment	12/1/1992	Not Available		4.92	1,746,265	407,153
Amendment	12/1/1992	Not Available		4.92	22,635	5,278
Amendment	12/1/1993	Not Available		5.92	1,021,434	204,706
Amendment	12/1/1997	Not Available		9.92	2,886,130	393,374
Amendment	12/1/1994	Not Available		6.92	48,844	8,658
Amendment	12/1/1995	Not Available		7.92	2,646,310	423,544
Amendment	12/1/1996	Not Available		8.92	2,986,036	438,342
Amendment	12/1/1999	Not Available		11.92	291,010	35,151
Amendment	12/1/2000	Not Available		12.92	862,927	99,171
Amendment	12/1/2001	Not Available		13.92	247,486	27,214
Amendment	12/1/2002	Not Available		14.92	128,241	13,556
Exper Loss	12/1/2003	Not Available		0.92	217,355	217,355
Amendment	12/1/2003	Not Available		15.92	77,194	7,877
Amendment	12/1/2004	Not Available		16.92	97,303	9,618
Exper Loss	12/1/2008	Not Available		5.92	13,058,648	2,617,099
Exper Loss	12/1/2010	Not Available		2.92	3,260,781	1,196,258
Exper Loss	12/1/2011	Not Available		3.92	1,392,933	393,969
Exper Loss	12/1/2013	Not Available		5.92	2,074,730	415,800
Assumption	12/1/2013	Not Available		5.92	3,132,785	627,845
Exper Loss	12/1/2014	Not Available		6.92	3,935,308	697,549
Exper Loss	12/1/2015	Not Available		7.92	6,487,444	1,038,319

See the comments following the exhibit.

Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

Funding Standard Account Amortization Bases (cont.)

Charges

[Schedule MB, Line 9c]

Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2023		Annual Payment
				Period	Balance	
Prior SRT Plan						
Amendment	10/1/1993	Not Available		0.75	1,332,058	1,332,058
Amendment	10/1/1994	Not Available		1.75	1,527,781	896,615
Amendment	10/1/1997	Not Available		4.75	13,787,833	3,308,679
Amendment	6/1/1998	Not Available		5.42	25,865,293	5,567,586
Assumption	10/1/1999	Not Available		6.75	5,398,335	975,093
Amendment	10/1/2006	Not Available		13.75	5,185,490	574,198
Assumption	10/1/2007	Not Available		14.75	33,727,938	3,587,783
Exper Loss	10/1/2008	Not Available		0.75	4,354,014	4,354,014
Amendment	1/1/1995	Not Available		2.00	99,354	51,472
Amendment	1/1/1996	Not Available		3.00	119,612	42,786
Amendment	1/1/1997	Not Available		4.00	749,020	208,031
Amendment	1/1/1998	Not Available		5.00	1,186,345	272,765
Amendment	1/1/1999	Not Available		6.00	99,897	19,798
Assumption	1/1/1999	Not Available		6.00	626,859	124,232
Amendment	1/1/2000	Not Available		7.00	442,389	77,696
Assumption	1/1/2000	Not Available		7.00	855,496	150,249
Amendment	1/1/2001	Not Available		8.00	1,517,150	240,947
Assumption	1/1/2002	Not Available		9.00	930,424	135,684
Amendment	1/1/2003	Not Available		10.00	361,332	48,968
Assumption	1/1/2004	Not Available		11.00	143,465	18,243
Assumption	1/1/2006	Not Available		13.00	368,711	42,209
Amendment	1/1/2007	Not Available		14.00	59,852	6,558
Amendment	10/1/2008	Not Available		0.75	51,424	51,424
Exper Loss	10/1/2008	Not Available		0.75	406,556	406,556
Exper Loss	10/1/2009	Not Available		1.75	20,941,115	12,289,799
Exper Loss	10/1/2010	Not Available		2.75	14,963,151	5,788,312
Assumption	10/1/2011	Not Available		3.75	10,913,404	3,205,384
Exper Loss	10/1/2011	Not Available		3.75	30,272,485	8,891,355
Exper Loss	10/1/2012	Not Available		4.75	15,115,170	3,627,201
Exper Loss	10/1/2013	Not Available		5.75	12,492,039	2,561,713
Amendment	7/1/1995	Not Available		2.50	1,507,719	635,975
Amendment	7/1/1997	Not Available		4.50	1,041,764	261,638

See the comments following the exhibit.

Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

Funding Standard Account Amortization Bases (cont.)

Charges

[Schedule MB, Line 9c]

Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2023		Annual Payment
				Period	Balance	
Prior SRT Plan (Cont.)						
Amendment	7/1/1998	Not Available		5.50	7,729,010	1,643,106
Amendment	7/1/1999	Not Available		6.50	62,143	11,560
Assumption	7/1/1999	Not Available		6.50	1,650,680	307,062
Amendment	7/1/2000	Not Available		7.50	19,710	3,285
Amendment	7/1/2001	Not Available		8.50	5,983,560	909,076
Amendment	7/1/2003	Not Available		10.50	196,391	25,753
Assumption	7/1/2003	Not Available		10.50	2,468,572	323,710
Amendment	7/1/2005	Not Available		12.50	44,993	5,275
Assumption	7/1/2007	Not Available		14.50	3,451,393	370,688
Exper Loss	7/1/2008	Not Available		0.50	478,872	478,872
Exper Loss	7/1/2009	Not Available		1.50	9,567,165	6,492,707
Assumption	7/1/2011	Not Available		3.50	2,862,325	892,992
Exper Loss	7/1/2012	Not Available		4.50	6,953,363	1,746,333
Exper Loss	7/1/2013	Not Available		5.50	895,290	190,329
Exper Loss	7/1/2014	Not Available		6.50	1,506,274	280,199
Exper Loss	10/1/2014	Not Available		6.75	2,651,449	478,928
Method	10/1/2014	Not Available		1.75	2,902,320	1,703,296
Exper Loss	10/1/2014	Not Available		6.75	13,574,180	2,451,885
Assumption	10/1/2015	Not Available		7.75	12,379,315	2,012,905
Exper Loss	10/1/2015	Not Available		7.75	30,848,739	5,016,076
Exper Loss	10/1/2016	Not Available		8.75	22,989,730	3,420,629
Exper Loss	10/1/2017	Not Available		9.75	32,003,069	4,412,996
Assumption	10/1/2017	Not Available		9.75	46,692,922	6,438,621
Exper Loss	10/1/2018	Not Available		10.75	18,960,357	2,447,744
Assumption	10/1/2018	Not Available		10.75	166,410,741	21,483,297
Exper Loss	10/1/2019	Not Available		11.75	56,304,613	6,861,705
Assumption	10/1/2020	Not Available		12.75	17,257,687	1,999,004

See the comments following the exhibit.

Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

Funding Standard Account Amortization Bases (cont.)

Charges

[Schedule MB, Line 9c]

Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2023 Period	Balance	Annual Payment
Consolidated Plan						
Amendment	1/1/2012	15.00	1,754,947	4.00	665,451	184,821
Exper Loss	1/1/2012	15.00	33,532,801	4.00	12,715,186	3,531,479
ENIL (2008)	1/1/2012	26.00	53,460,817	15.00	41,735,946	4,398,280
ENIL (2008)	1/1/2013	25.00	91,926,939	15.00	72,747,864	7,666,423
ENIL (2008)	1/1/2014	24.00	109,745,734	15.00	88,145,741	9,289,104
Amendment	1/1/2015	15.00	8,608,015	7.00	5,161,734	906,546
Amendment	1/1/2015	15.00	63,360,520	7.00	37,993,680	6,672,761
Amendment	1/1/2015	15.00	3,382,601	7.00	2,028,352	356,236
Assumption	1/1/2015	15.00	138,469,235	7.00	83,032,074	14,582,774
Exper Loss	1/1/2015	15.00	160,742,739	7.00	96,388,216	16,928,490
Exper Loss	1/1/2016	15.00	230,809,145	8.00	153,054,480	24,307,476
Amendment	1/1/2016	15.00	1,624,016	8.00	1,077,628	171,144
Amendment	7/1/2016	15.00	16,942,241	8.50	11,771,272	1,788,398
Exper Loss	1/1/2017	15.00	213,946,528	9.00	154,607,706	22,546,429
Exper Loss	1/1/2018	15.00	203,920,201	10.00	158,570,951	21,489,820
Exper Loss	1/1/2019	15.00	155,273,157	11.00	128,681,726	16,363,225
Exper loss	1/1/2020	15.00	85,188,517	12.00	74,651,404	8,977,462
Amendment	1/1/2022	15.00	4,690,067	14.00	4,510,497	494,256
Total Charges					\$2,410,642,314	\$ 371,864,276
Charge Base Subtotals:						
(i) All Other Bases					\$2,410,642,314	\$ 371,864,276
(ii) Funding Waivers					0	0
(iii) Extended Amortization Periods					0	0

See the comments following the exhibit.

Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

Funding Standard Account Amortization Bases (cont.)

Credits

[Schedule MB, Line 9h]

Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2023 Period	Balance	Annual Payment
Prior Atlanta Plan						
Assumption	1/1/2009	15.00	\$ 1,308,299	1.00	\$ 137,786	\$ 137,786
Amendment	1/1/2010	15.00	23,120,626	2.00	4,699,978	2,434,930
Exper Gain	1/1/2009	15.00	14,164,954	1.00	1,491,775	1,491,775
Exper Gain	1/1/2010	15.00	232,505,917	2.00	47,264,000	24,486,170
Exper Gain	1/1/2011	15.00	59,503,948	3.00	17,518,719	6,266,609
Prior Central Ohio Plan						
Amendment	1/1/2007	Not Available		14.00	3,663,335	401,424
Exper Gain	1/1/2009	Not Available		1.00	266,557	266,557
Exper Gain	1/1/2010	Not Available		2.00	8,564,911	4,437,241
Amendment	2/1/2010	Not Available		2.08	15,661,976	7,812,401
Exper Gain	1/1/2011	Not Available		3.00	6,799,449	2,432,228
Prior Indiana Plan						
Exper Gain	1/1/2009	Not Available		1.00	185,937	185,937
Exper Gain	1/1/2010	Not Available		2.00	5,316,528	2,754,347
ENIL (2008)	1/1/2010	Not Available		15.00	8,021,991	845,385
Exper Gain	1/1/2011	Not Available		3.00	4,792,560	1,714,342
Amendment	1/1/2011	Not Available		3.00	694,354	248,376
Prior NW Ohio Plan						
Assumption	1/1/2010	Not Available		2.00	993,275	514,587
Exper Gain	1/1/2010	Not Available		2.00	1,317,763	682,697
Amendment	4/1/2010	Not Available		2.25	580,372	269,629
Assumption	9/1/2010	Not Available		2.67	624,115	248,253
Prior Non-Food Plan						
Assumption	1/1/1998	Not Available		5.00	57,361	13,188
Exper Gain	1/1/2010	Not Available		2.00	53,153	27,536
Exper Gain	1/1/2013	Not Available		5.00	15,084	3,468
Assumption	1/1/1996	Not Available		3.00	6,612	2,366

See the comments following the exhibit.

Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

Funding Standard Account Amortization Bases (cont.)

Credits

[Schedule MB, Line 9h]

Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2023		Annual Payment
				Period	Balance	
Prior SRT Plan						
Assumption	10/1/2008		Not Available	0.75	\$ 4,041,833	\$ 4,041,833
Amendment	1/1/2004		Not Available	11.50	2,060,855	254,620
Assumption	1/1/2007		Not Available	14.00	2,318,720	254,083
Assumption	10/1/2008		Not Available	0.75	291,259	291,259
Amendment	1/1/2011		Not Available	3.00	53,078,828	18,986,797
Amendment	10/1/2011		Not Available	3.75	244,242	71,736
Assumption	10/1/2012		Not Available	4.75	490,676	117,748
Amendment	10/1/2012		Not Available	4.75	102,265	24,540
Amendment	10/1/2013		Not Available	5.75	4,267,366	875,099
Amendment	11/1/2007		Not Available	14.83	2,186,596	231,895
Exper Gain	7/1/2010		Not Available	2.50	542,416	228,798
Amendment	7/1/2010		Not Available	2.50	2,783,285	1,174,025
Amendment	1/1/2011		Not Available	3.00	1,922,081	687,547
Exper Gain	7/1/2011		Not Available	3.50	1,051,910	328,176
Amendment	1/1/2012		Not Available	4.00	373,887	103,843
Amendment	7/1/2013		Not Available	5.50	158,016	33,593
Assumption	10/1/2014		Not Available	6.75	3,667,594	662,472
Method	10/1/2014		Not Available	1.75	550,422	323,028
Amendment	10/1/2014		Not Available	6.75	2,043,186	369,058
Amendment	10/1/2015		Not Available	7.75	698,421	113,565
Amendment	10/1/2016		Not Available	8.75	11,841,523	1,761,894
Amendment	1/1/2017		Not Available	9.00	32,656,643	4,762,316
Amendment	10/1/2017		Not Available	9.75	7,650,048	1,054,887
Amendment	10/1/2019		Not Available	11.75	2,985,557	363,843
Exper Gain	10/1/2020		Not Available	12.75	32,489,275	3,763,319
Exper Gain	6/30/2021	15.00	33,314,011	13.50	31,414,672	3,516,270
Consolidated Plan						
Amendment	1/1/2012	15.00	13,190,309	4.00	5,001,582	1,389,127
Assumption	1/1/2012	15.00	1,497,793	4.00	567,941	157,739
Exper Gain	1/1/2013	15.00	14,831,978	5.00	6,793,728	1,562,017
Exper Gain	1/1/2014	15.00	4,641,213	6.00	2,466,352	488,786
Assumption	1/1/2018	15.00	41,737,650	10.00	32,455,729	4,398,459
Exper Gain	1/1/2021	15.00	86,611,107	13.00	79,730,200	9,127,379
Amendment	7/1/2021	15.00	100,281,015	13.50	94,563,673	10,584,590
Exper Gain	1/1/2022	15.00	188,622,910	14.00	181,401,060	19,877,738
Exper Gain	1/1/2023	15.00	117,711	15.00	117,711	12,405
Total Credits					\$ 733,737,143	\$ 149,671,716
Net Total					\$1,676,905,171	\$ 222,192,560



Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

The table above shows the outstanding amortization bases in the funding standard account as of the valuation date. The amortization bases are grouped as charges, which represent increases in the unfunded actuarial liability, and credits, which represent decreases in the unfunded actuarial liability.

Different types of amortization bases are as follows:

Abbreviation	Description
Initial Liab	Initial unfunded actuarial accrued liability
Exper Loss	Actuarial experience loss (charge only)
Exper Gain	Actuarial experience gain (credit only)
ENIL	Eligible net investment loss under the Pension Relief Act of 2010.
Amendment	Plan amendment
Assumption	Change in actuarial assumptions
Method	Change in the actuarial cost method or asset valuation method
Combined	Combined charge base or combined credit base
Offset	Combined and offset charge and credit bases

Schedule MB, Line 11 - Justification for Change in Actuarial Assumptions

Changes in Assumptions and Methods

Since the prior valuation, the following assumptions have been changed:

- The Current Liability interest rate has been increased from 2.22% to 2.55%, in accordance with the change in the IRS prescribed rates.
- The Current Liability mortality table was updated to the static mortality tables prescribed under IRS Regulations 1.431(c)(6)-1 and 1.430(h)(3)-1(a)(3) for the 2023 Plan Year.

Justification for Changes in Assumptions and Methods

The changes in the interest rate and mortality tables used to determine the RPA '94 current liability were mandated legislative changes



Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Plan Name UFCW Consolidated Pension Plan

Plan Sponsor Board of Trustees of the UFCW Consolidated Pension

EIN / PN 58-6101602 / 001

Interest Rates

ERISA Valuation Interest Rate	7.50%
ASC 960 Interest Rate	7.50%
RPA '94 Current Liability Interest Rate	2.55%

The interest rate assumption used for purposes of the ERISA valuation and was chosen in consideration of the purpose of the measurement (long-term contribution budgeting), current and historical investment data, and the asset allocation for the Consolidated Plan (as set by the Kroger Co.). As part of the analysis, we considered the results of current and prior editions of our Survey of Capital Market Assumptions. The ultimate selection of the interest rate is our best estimate and reflects professional judgement.

Operating Expenses The normal cost for the plan year includes a load for assumed operating expenses. In general, operating expenses are assumed to increase with the Consumer Price Index for All Urban Consumers ("CPI-U") over expenses actually paid in the prior plan year.

Assumed operating expenses may be adjusted to reflect any event or legislation that is expected to significantly change plan operating expenses. No such adjustment was made for the 2023 Plan Year. For the 2022 Plan Year, the assumed operating expenses have been adjusted as a result of the SRT transfer to reflect a 12-month coverage period and to incorporate the cost of PBGC premiums for this group during 2022.



Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Compensation Increases

Compensation for active participants who are employees of The Kroger Co. is assumed to increase according to the table below.

Years of Service	Merit/Implied Hours Increase	Wage Inflation	Annual Pay Increase
1	26.0%	2.5%	28.5%
2	19.0%	2.5%	21.5%
3	16.0%	2.5%	18.5%
4	13.0%	2.5%	15.5%
5	9.0%	2.5%	11.5%
6	5.5%	2.5%	8.0%
7	4.0%	2.5%	6.5%
8	2.5%	2.5%	5.0%
9	2.0%	2.5%	4.5%
10	2.0%	2.5%	4.5%
11+	0.0%	2.5%	2.5%

This assumption was developed based on a review of compensation increase experience for 2014 through 2016 and considers input provided by The Kroger Co. and the Board of Trustees. The annual assumed compensation includes merit increases, which include increases in pay rates due to seniority, promotion, or personal performance, implied hours increases, which reflect increased hours worked as service increases, and wage inflation. This assumption reflects anticipated future experience.

Cost of Living Increases

The portion of pension benefits eligible for the Variable Benefit Adjustment are assumed to increase by 2% per year for SRT retired participant and beneficiaries. Otherwise, cost-of-living increases are not assumed in the valuation.

Increases in Maximum Benefit and Compensation Limits

No future increases were assumed in the maximum benefit under Section 415(b) or the maximum compensation limit under Section 401(a)(17) of the Internal Revenue Code.

Hours Worked

For purposes of determining future benefit and service accruals, each active participant is assumed to work a certain number of hours in all future plan years that he or she remains an active participant. In general, that is the number of hours that the active participant worked in the prior plan year.

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

New Employees It was assumed that there will be no new or rehired employees.

Mortality	Non-Disabled Males:	The RP-2014 Employee and Annuitant Mortality Tables for Males projected from 2014 back to 2006 using Scale MP-2014 for Males; Blue Collar adjustment; rates set forward 1 year; future generational improvements at 100% of Scale MP-2017 for Males from 2006 through 2017 and 90% of Scale MP-2017 for Males beyond 2017
	Non-Disabled Females:	The RP-2014 Employee and Annuitant Mortality Tables for Females projected from 2014 back to 2006 using Scale MP-2014 for Females; Blue Collar adjustment; future generational improvements at 100% of Scale MP-2017 for Females from 2006 through 2017 and 90% of Scale MP-2017 for Females beyond 2017
	Disabled Males:	The RP-2014 Disabled Retiree Mortality Tables for Males projected from 2014 back to 2006 using Scale MP-2014 for Males; future generational improvements at 100% of Scale MP-2017 for Males from 2006 through 2017 and 90% of Scale MP-2017 for Males beyond 2017
	Disabled Females:	The RP-2014 Disabled Retiree Mortality Tables for Females projected from 2014 back to 2006 using Scale MP-2014 for Females; future generational improvements at 100% of Scale MP-2017 for Females from 2006 through 2017 and 90% of Scale MP-2017 for Females beyond 2017

This assumption was selected based on a review of mortality experience for Plan participants over the period from 2005 through 2015, with respect to published mortality tables and mortality improvement projection scales. The adjustments to the published mortality tables and mortality improvement scales reflect anticipated future experience, based on observed experience and known factors for the Plan population, such as occupation, income, and benefit levels.

For determining the RPA '94 current liability, the mortality tables prescribed by the Pension Protection Act of 2006 were used.



Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Retirement for Active Participants

Non-SRT Participants:

Retirement probabilities for eligible participants are shown in the table below, by age and by sex. (Probabilities are the same for males and females.)

Retirement Probabilities

Age	Males	Females
55	8.0%	8.0%
56	8.0%	8.0%
57	8.0%	8.0%
58	8.0%	8.0%
59	8.0%	8.0%
60	10.0%	10.0%
61	12.0%	12.0%
62	20.0%	20.0%
63	18.0%	18.0%
64	18.0%	18.0%
65	30.0%	30.0%
66	22.5%	22.5%
67	22.5%	22.5%
68	20.0%	20.0%
69	20.0%	20.0%
70	20.0%	20.0%
71+	100.0%	100.0%

Special retirement probabilities, as shown in the table below, are assumed for participants under the Prior Washington Meat Plan who are eligible for an unreduced early retirement benefit under the "rule of 85."

Age	Males	Females
50-56	35.0%	35.0%
57-62	25.0%	25.0%

This assumption was selected based on a review of retirement experience for active participants from 2011 through 2016. This assumption reflects anticipated future experience.

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Retirement for Active Participants (cont.)

SRT Participants:

Retirement probabilities for eligible participants are shown in the tables below, by age and by gender. (Probabilities are the same for males and females.)

Retail Clerks, Retail Drug, and Washington Meat employees not eligible for Rule of 85 Retirement:

Age	Males	Females
55	12.5%	12.5%
56-60	9.5%	9.5%
61	12.5%	12.5%
62	15.0%	15.0%
63	12.5%	12.5%
64	17.5%	17.5%
65-66	27.5%	27.5%
67-69	20.0%	20.0%
70	45.0%	45.0%
71-72	75.0%	75.0%
73-74	50.0%	50.0%
75+	100.0%	100.0%

Washington Meat employees eligible for Rule of 85 Retirement:

Age	Males	Females
50-54	35.0%	35.0%
55	17.5%	17.5%
56-60	14.5%	14.5%
61	17.5%	17.5%
62	20.0%	20.0%
63	17.5%	17.5%
64	22.5%	22.5%
65-66	27.5%	27.5%
67-69	20.0%	20.0%
70	45.0%	45.0%
71-72	75.0%	75.0%
73-74	50.0%	50.0%
75+	100.0%	100.0%

The Rule of 85 assumption applies to active participants who are within 10 years of eligibility for Rule of 85 and had at least 16 years of service as of July 1, 2011.

The assumption is based on the assumption that was used prior to the transfer and reflects anticipated future experience.

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Retirement for Active Participants (cont.)

The weighted average retirement age for active participants is age 64.34. This average is based on the active population in the January 1, 2023 valuation. All decrements are considered when projecting the current population to retirement. The weighted average retirement age is the average age at which the lives that reach the retirement decrement retire.

Retirement Age for Inactive Vested Participants

Non-SRT Participants:

Inactive vested participants under age 65 as of the valuation date who are entitled to a deferred benefit from the Plan are assumed to defer the commencement of their benefits to:

- Age 62, if they have at least 10 years of Eligibility Service, or
- Age 65, if they do not have at least 10 years of Eligibility Service.

Inactive vested participants over age 65 as of the valuation date who are entitled to a deferred benefit from the Plan are assumed to defer the commencement of their benefits:

- Two (2) years from the valuation date, but not beyond age 71

This assumption was selected based on a review of retirement experience for inactive vested participants from 2011 through 2015. This assumption reflects anticipated future experience.

SRT Participants:

Inactive vested participants are assumed to retire at age 65.

This assumption is based on the assumption used prior to the transfer and reflects anticipated future experience.

Restoration of Early Retirement Subsidy

Non-SRT Participants:

Inactive vested participants are not assumed to restore any early retirement subsidies that may have been lost after incurring a break in service.

SRT Participants:

It is assumed that 7.5% of inactive vested participants will restore any early retirement subsidies lost after incurring a break in service prior to retirement. Washington Meat participants can only restore early retirement subsidies on benefits earned under the SRT on or after July 1, 2014.

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Late Retirement

Non-SRT Participants:

Active participants working beyond their Normal Retirement Age are assumed to have received a suspension of benefits notice and actuarial increases are only provided on Pre-Merger Accrued Benefits or Pre-Transfer Accrued Benefits to the extent actuarial increases were payable under the applicable plan prior to the merger or transfer.

Inactive vested participants who are assumed to commence benefits after their Normal Retirement Age are assumed to receive an actuarial increase.

SRT Participants:

Active participants working beyond the Normal Retirement Age and inactive vested Retail Drug participants who have not accrued a benefit after October 1, 2008 are valued as receiving an actuarial increase on their retirement benefit.

All other inactive vested participants who are assumed to commence benefits after their Normal Retirement Age are assumed to elect retroactive retirement and receive a lump sum of all missed payments with interest at 5% per year.

Actuarial increases are not valued for active and inactive vested Washington Meat participants assumed to retire after their Normal Retirement Age. This reflects an implicit assumption that some participants will not claim their benefits in the future.

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Disability

Non-SRT Participants:

Representative assumed probabilities of disability for active participants are shown in the table below, by age and by sex. (Probabilities are the same for males and females.)

Representative Disability Probabilities

Age	Males	Females
20	0.09%	0.09%
25	0.10%	0.10%
30	0.11%	0.11%
35	0.12%	0.12%
40	0.21%	0.21%
45	0.43%	0.43%
50	0.59%	0.59%
55	0.91%	0.91%
60	1.13%	1.13%
65	1.14%	1.14%

This assumption was selected based on a review of recent disability experience for Plan participants and reflects anticipated future experience.

SRT Participants:

Representative assumed probabilities of disability for active participants are shown in the table below, by age and job classification. (Probabilities are the same for males and females.)

Representative Disability Probabilities

Age	Clerk, Drug, Meat Service Counter	Meat Cutters and Wrappers
20	0.01250%	0.03635%
25	0.01250%	0.04895%
30	0.01250%	0.06125%
35	0.01500%	0.08120%
40	0.02250%	0.12130%
45	0.04950%	0.20225%
50	0.11000%	0.35295%
55	0.21250%	0.61070%
60	0.10875%	0.40673%

The assumption is based on the assumption that used prior to the transfer and reflects anticipated future experience

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Termination

Non-SRT Participants:

Representative assumed probabilities of termination for active participants are shown in the table below, by age, service, and sex.

Representative Termination Probabilities

Age	Females				Males			
	Years of Service				Years of Service			
	0-2	3-4	5-9	10+	0-2	3-4	5-9	10+
25	44.5%	30.0%	19.7%	13.9%	44.6%	28.0%	18.2%	9.0%
30	42.0%	25.7%	16.4%	9.1%	42.7%	24.4%	12.4%	6.7%
35	39.4%	23.1%	14.5%	6.7%	40.8%	22.2%	11.9%	5.4%
40	36.9%	21.2%	13.1%	5.8%	38.9%	20.8%	11.9%	4.7%
45	34.3%	19.8%	12.1%	5.4%	37.0%	19.5%	11.9%	4.5%
50	31.8%	18.7%	11.2%	5.2%	35.1%	18.6%	11.9%	4.4%
55	29.2%	17.7%	10.5%	0.0%	33.2%	17.8%	11.9%	0.0%
60	26.7%	16.9%	9.9%	0.0%	31.3%	17.0%	11.9%	0.0%
65	24.2%	16.3%	0.0%	0.0%	29.4%	16.6%	0.0%	0.0%
70	21.6%	16.3%	0.0%	0.0%	27.5%	16.6%	0.0%	0.0%

This assumption was selected based on a review of termination experience from 2013 through 2016. This assumption reflects anticipated future experience.

SRT Participants:

Representative assumed probabilities of termination for active participants are shown in the table below, by years of service and job classification. (Probabilities are the same for males and females.)

Representative Termination Probabilities

Years of Service	Clerk, Drug, Meat Service Counter	Meat Cutters and Wrappers
0	55.0%	30.0%
1	40.0%	30.0%
5	20.0%	15.0%
10	10.0%	10.0%
15	6.5%	6.5%
20	5.0%	5.0%
25	4.0%	4.5%
30	2.5%	4.5%

The assumption is based on the assumption that used prior to the transfer and reflects anticipated future experience.

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Form of Payment

Non-SRT Participants:

Participants are assumed to elect the normal form of payment upon commencement of benefits. Single participants are assumed to elect the single life annuity. Married participants are assumed to elect the 50% joint and survivor annuity.

SRT Participants:

Participants are assumed to elect a single life annuity.

Marriage

Non-SRT Participants:

For active participants and inactive vested participants, 85% of males are assumed to be married, and 65% of females are assumed to be married. Marriages are assumed to be opposite sex, and husbands are assumed to be three (3) years older than their wives.

SRT Participants:

For active participants and inactive vested participants, 65% of males and females are assumed to be married. Marriages are assumed to be opposite sex, and husbands are assumed to be two (2) years older than their wives.

Level Income Option Loading

A load was applied to the normal cost and actuarial accrued liability representing the expected additional cost of participants electing the Level Income Option available under the Plan, due to the difference between Plan actuarial equivalence assumptions and actuarial equivalence assumptions prescribed under Section 417(e)(3) of the Internal Revenue Code. The load factors are summarized below and take into account expected retirement age and utilization of the Level Income Option.

The load factors are not applied if the Plan is operating in critical status and therefore restricted under PPA from paying the Level Income Option to new commencements.

Load for Level Income Option

	Males	Females
Eligible Active Participants	0.0092	0.0045
Eligible Inactive Vested Participants	0.0170	0.0090

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Cost Method

The *projected unit credit cost method* was used in performing the actuarial valuation. The Board of Trustees was responsible for the selection of this cost method for purposes of calculations under the Internal Revenue Code and ERISA.

Under the projected unit credit cost method, an accrued benefit is calculated as of the beginning of the plan year and as of the end of the plan year, based on the plan's benefit formula, covered compensation (if applicable), and the benefit service earned as of those dates. The actuarial accrued liability for a given participant is the actuarial present value of the participant's accrued benefit as of the beginning of the plan year. The normal cost for a given participant is the actuarial present value of the expected increase in the participant's accrued benefit from the beginning of the plan year to the end of the plan year. The actuarial accrued liability and the normal cost for the plan represent the sum of those amounts for all participants in the plan as of the measurement date.

Asset Valuation Method

For purposes of calculations under the Internal Revenue Code and ERISA:

The actuarial value of assets reflects five-year smoothing of net investment gains and losses, subject to a 20% "corridor." The boards of trustees for each of the prior UFCW pension funds were responsible for the selection of the asset valuation method for calculations under the Internal Revenue Code and ERISA.

More specifically, the actuarial value of assets is determined by adjusting the market value of assets to recognize net investment gains and losses during each of the last five plan years at the rate of 20% per year. Net investment gains and losses represent the difference between the actual investment return on the market value of assets and the assumed investment return on the market value of assets. The actuarial value of assets cannot be less than 80% or more than 120% of the market value of assets.

Participant Data

Census data was supplied by the Consolidated Fund Office.

Participants Excluded from Valuation

Non-SRT Participants:

Inactive vested participants who have attained age 75 by the valuation date are not included in the valuation.

SRT Participants:

Inactive vested participants who have attained age 90 by the valuation date are not included in the valuation.

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

Missing or Incomplete Participant Data

Assumptions were made to adjust for participants and beneficiaries with missing or incomplete data as of the valuation date. For example:

- Participants with unknown dates of birth are assumed to be hired at an age similar to other participants in their Prior Plan.
- Participants with unknown sex are assumed to be male.
- Participants and beneficiaries with unknown employer codes are assumed to have been employed with employers that are were no longer actively participating in the applicable Prior Plan as of the merger date (i.e., "orphan" participants and beneficiaries).

Participants and Beneficiaries with Missing Data

Prior Plan	Date of Birth	Gender	Employer Code	Active Kroger with missing pay
Atlanta	183	188	715	0
Central Ohio	0	0	0	0
Indiana	22	0	0	0
NW Ohio	0	0	0	0
Washington Meat	0	0	N/A	N/A
Central Ohio Retail	0	0	N/A	0
Non-Food	0	0	N/A	0
Midwest	0	0	N/A	0
Local 75	0	0	N/A	0
Local 881	0	0	N/A	0
SRT	0	0	N/A	N/A

Missing Kroger Compensation Data

For active participants employed by Kroger for whom compensation data is unknown, compensation for the current plan year is set based on known compensation data for the prior plan year, increased by the compensation increase assumption shown earlier in this appendix.

Financial Information

Financial information was obtained from Calibre CPA Group and their financial audit report.

Schedule MB, Line 6

Statement of Actuarial Assumptions/Methods

***Nature of
Actuarial
Calculations***

The valuation results presented in this report are estimates. The results are based on data that may be imperfect and on assumptions made about future events. Certain plan provisions may be approximated or deemed immaterial for the purposes of the valuation. Assumptions may be made about missing or incomplete participant census data or other factors. Reasonable efforts were made to ensure that significant items and factors are included in the valuation and treated appropriately.

A range of results different from those presented in this report could also be considered reasonable. The figures in this report are not rounded, but this is for convenience and should not imply precision. Actuarial calculations are inherently imprecise.

The actuarial assumptions selected for this valuation – including the valuation interest rate – generally reflect average expectations over the long term. If overall future demographic or investment experience is less favorable than assumed, the relative level of plan costs determined in this valuation will likely increase in future valuations. Investment returns and demographic factors may fluctuate significantly from year to year. The deterministic actuarial models used in this valuation do not take into consideration the possibility of such volatility.



Schedule R, Line 17 – Information on Assets and Liabilities Transferred to or Merged with This Plan

There was one transfer of plan benefit liabilities and assets into the UFCW Consolidated Pension Plan ("Consolidated Plan") during the plan year beginning January 1, 2023 and ending December 31, 2023.

On December 5, 2023, the Consolidated Plan received a transfer of \$9,582,768 from the Sound Retirement Trust ("Sound Plan") to reflect a true-up from a transfer of assets and liabilities that originally occurred on June 30, 2021. The true-up was due to the final reconciliation of participants that had benefits transferred to the Consolidated Plan.

The table below provides identifying information for each of the plans named above and the valuation results preceding the original transfer. This information was originally reported as an attachment to the 2021 Schedule R.

Short Plan Name	Consolidated Plan	Sound Plan
Employer Identification Number	58-6101602	91-6069306
Plan Number	001	001
Pre-Transfer Valuation Results		
Valuation Date	1/1/2021	10/1/2020
Market Value of Assets	\$ 5,046,640,868	\$ 2,574,217,613
Actuarial Value of Assets	\$ 4,693,478,086	\$ 2,574,217,613
Actuarial Accrued Liability	\$ 5,036,990,937	\$ 3,489,512,019

Schedule MB – Statement by Enrolled Actuary

Plan Sponsor:	Board of Trustees of UFCW Consolidated Pension Fund
EIN / PN:	58-6101602 / 001
Plan Year:	Beginning January 1, 2023 and ending December 31, 2023
Plan Name:	UFCW Consolidated Pension Plan (the "Plan")
Enrolled Actuary:	Kevin M. Culp
Enrollment Number:	23-07423

Actuarial assumptions: The actuarial assumptions and methods, both individually and in the aggregate, represent the enrolled actuary's best estimate of anticipated experience under the Plan.

Census data and financial information: The actuarial valuation on which the information in this Schedule MB is based was prepared in reliance upon the participant census data and financial information furnished by the plan administrator and the auditor. The enrolled actuary has not made a rigorous check of the accuracy of this information but has reviewed it and concluded it to be reasonable for the purpose of the actuarial valuation.

The amounts of contributions shown in Line 3 of this Schedule MB were listed in reliance on information as reported to Horizon Actuarial Services, LLC by Calibre CPA Group, PLLC for the plan year beginning January 1, 2023 and ending December 31, 2023. Kroger made contributions of \$57,561,887 on June 30, 2023. The remaining \$928,551 includes other contributions and withdrawal liability payments made throughout the year.

Attachments to this Schedule MB include:

- A list of withdrawal liability payments included in contributions and the dates such amounts were contributed, as required under Line 3d.
- A statement of actuarial assumptions and cost methods, as required under Line 6, including justification of changes in actuarial assumptions and an identification of benefits not included in the valuation.
- A summary of principal eligibility and benefit provisions, as required under Line 6, including a summary of changes in principal eligibility or benefit provisions since the prior plan year.
- A projection of expected benefit payments, as required under Line 8b(1).
- A schedule of active participant data used in the actuarial valuation for the plan year, as required under Line 8b(2).
- A projection of employer contributions and withdrawal liability payments, as required under Line 8b(3).
- A schedule of amortization bases, as required under Lines 9c and 9h.
- A justification for change in actuarial assumptions, as required under Line 11.



UFCW CONSOLIDATED PENSION FUND

INFORMATION ON CONTRIBUTION RATES AND BASE UNITS

DECEMBER 31, 2023

BOARD OF TRUSTEES
UFCW CONSOLIDATED PENSION FUND
Form 5500, Schedule R, Line 13e

E.I.N. 58-6101602
Plan No. 001

Line a	Name of contributing employer	UFCW TRUST FUND OFFICE	
Line b	EIN	77-0613772	
Line c	Dollar amount contributed	\$	51,392.00
Line e(1)	Contribution rate	\$	0.76
Line e(2)	Base unit measure	HOURLY	
Line e(1)	Contribution rate	\$	0.57
Line e(2)	Base unit measure	HOURLY	
Line e(1)	Contribution rate	\$	0.30
Line e(2)	Base unit measure	HOURLY	
Line a	Name of contributing employer	GREAT SCOT INC.	
Line b	EIN	34-4458017	
Line c	Dollar amount contributed	\$	19,961.00
Line e(1)	Contribution rate	\$	0.45
Line e(2)	Base unit measure	HOURLY	
Line e(1)	Contribution rate	\$	0.39
Line e(2)	Base unit measure	HOURLY	
Line e(1)	Contribution rate	\$	0.30
Line e(2)	Base unit measure	HOURLY	
Line e(1)	Contribution rate	\$	0.23
Line e(2)	Base unit measure	HOURLY	

Schedule MB, Line 8b(3)

Schedule of Projection of Employer Contributions and Withdrawal Liability Payments

Projection of Employer Contributions and Withdrawal Liability Payments

Measurement Date: January 1, 2023

[Form 5500 Sch. MB, Line 8b(3)]

Plan Year Beginning January 1	Employer Contributions	Withdrawal Liability Payments	Total
2023	\$ 58,413,134	\$ 0	\$ 58,413,134
2024	113,487,870	0	113,487,870
2025	227,712,645	0	227,712,645
2026	245,129,891	0	245,129,891
2027	272,181,735	0	272,181,735
2028	214,625,752	0	214,625,752
2029	215,993,465	0	215,993,465
2030	212,952,026	0	212,952,026
2031	207,937,175	0	207,937,175
2032	5,739,958	0	5,739,958

Notes

- The projection of employer contributions is based on a projection of industry activity for current and succeeding plan years. The projection of industry activity (in other words, covered employment levels) is based on information provided in good faith by the Board of Trustees.
- Based on the information provided by the Trustees, it was assumed that hours worked in future plan years are assumed to be equal to covered hours during the 2021 plan year. However, covered hours for the population covered by the Washington Meat, Central Ohio Retail, and SRT transfers (closed groups with no new entrants) are assumed to decline in future years consistent with the valuation assumptions for retirement, termination, disability and death.
- In general, the projection of employer contributions assumes that the current terms of the collective bargaining agreement(s) under which contributions are made to the Consolidated Plan will continue in effect for succeeding plan years. The projection of employer contributions reflects the provisions of the extension to the Memorandum of Understanding between The Kroger Co. and various local unions of the United Food and Commercial Workers whose members are covered under the Consolidated Plan. Projections of contributions related to the SRT group reflect the terms of the applicable Contribution Agreement related to the transfer of plan participants, assets, and liabilities that was completed during 2021.
- The Plan is not assumed to receive future withdrawal liability payments.

Schedule MB, Line 8b(1) - Schedule of Projection of Expected Benefit Payments

Measurement Date: January 1, 2023

[Form 5500 Sch. MB, Line 8b(1)]

Expected Benefit Payments				
Plan Year Beginning January 1	Active Participants	Inactive Vested Participants	Retired Participants and Beneficiaries	Total
2023	15,315,776	34,415,376	360,255,691	409,986,843
2024	30,042,860	42,152,255	343,300,611	415,495,726
2025	44,047,971	68,924,394	330,845,576	443,817,941
2026	57,121,310	79,067,436	319,351,203	455,539,949
2027	68,923,988	88,639,033	308,074,157	465,637,178
2028	79,835,612	98,274,002	297,011,744	475,121,358
2029	89,888,708	107,294,362	286,090,974	483,274,044
2030	98,879,702	116,096,117	275,429,478	490,405,297
2031	106,737,447	124,821,093	264,818,433	496,376,973
2032	113,585,505	133,613,122	253,907,612	501,106,239
2033	119,422,217	142,202,905	242,722,099	504,347,221
2034	124,294,487	150,283,518	231,290,222	505,868,227
2035	128,336,299	157,622,645	219,644,303	505,603,247
2036	131,537,558	164,320,186	207,821,611	503,679,355
2037	134,132,024	170,155,679	195,864,345	500,152,048
2038	136,099,001	174,211,137	183,819,748	494,129,886
2039	137,489,327	177,768,172	171,740,329	486,997,828
2040	138,460,012	180,185,274	159,684,379	478,329,665
2041	138,908,314	181,989,215	147,715,453	468,612,982
2042	138,801,395	183,495,408	135,901,763	458,198,566
2043	138,264,964	184,066,480	124,314,313	446,645,757
2044	137,378,050	184,025,079	113,025,478	434,428,607
2045	135,917,914	183,697,372	102,107,097	421,722,383
2046	134,119,182	182,284,879	91,628,566	408,032,627
2047	131,831,430	180,662,904	81,655,010	394,149,344

Notes

- o Expected benefit payments assume no additional accruals, no future new entrants to the Plan, and experience consistent with the valuation assumptions set forth herein.



Schedule MB, Line 8b(1) - Schedule of Projection of Expected Benefit Payments

Measurement Date: January 1, 2023

[Form 5500 Sch. MB, Line 8b(1)]

Expected Benefit Payments				
Plan Year Beginning January 1	Active Participants	Inactive Vested Participants	Retired Participants and Beneficiaries	Total
2048	129,224,962	178,296,638	72,245,253	379,766,853
2049	126,254,878	175,401,449	63,449,339	365,105,666
2050	122,975,639	171,982,828	55,305,588	350,264,055
2051	119,379,792	168,316,817	47,839,112	335,535,721
2052	115,394,596	164,059,944	41,061,166	320,515,706
2053	111,115,522	159,632,546	34,969,865	305,717,933
2054	106,645,064	154,700,417	29,552,141	290,897,622
2055	102,042,951	149,668,952	24,784,276	276,496,179
2056	97,334,863	144,196,761	20,633,413	262,165,037
2057	92,578,075	138,302,450	17,059,238	247,939,763
2058	87,823,359	132,014,330	14,015,824	233,853,513
2059	83,155,390	125,510,783	11,453,130	220,119,303
2060	78,663,416	118,940,551	9,318,834	206,922,801
2061	74,261,485	112,327,052	7,560,099	194,148,636
2062	70,024,306	105,745,041	6,125,309	181,894,656
2063	65,900,195	99,211,846	4,965,597	170,077,638
2064	61,914,613	92,752,183	4,035,752	158,702,548
2065	58,064,215	86,435,360	3,294,936	147,794,511
2066	54,334,515	80,283,673	2,708,193	137,326,381
2067	50,674,586	74,334,361	2,244,419	127,253,366
2068	47,114,498	68,658,351	1,878,000	117,650,849
2069	43,759,711	63,268,211	1,587,727	108,615,649
2070	40,598,928	58,164,959	1,356,382	100,120,269
2071	37,622,029	53,346,734	1,169,469	92,138,232
2072	34,818,509	48,809,384	1,018,761	84,646,654

Notes

- o Expected benefit payments assume no additional accruals, no future new entrants to the Plan, and experience consistent with the valuation assumptions set forth herein.



Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

► **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210 - 0110
1210 - 0089**2023****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2023 or fiscal plan year beginning **01/01/2023** and ending **12/31/2023**

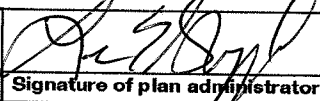
- A** This return/report is for: ☒ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)
- B** This return/report is: ☐ a single-employer plan ☐ a DFE (specify) _____
☐ the first return/report ☐ the final return/report
☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here ☒
- D** Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program
☐ special extension (enter description) _____
- E** If this is a retroactively adopted plan permitted by SECURE Act section 201, check here ☐

Part II Basic Plan Information - enter all requested information

1a Name of plan UFCW CONSOLIDATED PENSION FUND	1b Three-digit plan number (PN) ► 001
	1c Effective date of plan 11/01/1968
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) BD OF TRUSTEES UFCW CONSOLIDATED PENSION FUND 1740 PHOENIX PARKWAY ATLANTA GA 30349-5421	2b Employer Identification Number (EIN) 58-6101602 2c Plan Sponsor's telephone number 770-997-9910 2d Business code (see instructions) 445110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE 	10/14/2024	LEON E. SHEPPARD, JR.
Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE 	10/14/2024	PEGGY PRESCOTT
Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE		
Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2023)
v. 230728

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1), 6a(2), 6b, 6c, and 6d). a (1) Total number of active participants at the beginning of the plan year a (2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2), 6b, and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g (1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) (2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	 6a(1) 191,597 6a(2) 6b 6c 6d 6e 6f 6g(1) 6g(2) 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1B	

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☒ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary (4) ☐ DCG (Individual Plan Information) - Number Attached _____ (5) ☐ MEP (Multiple-Employer Retirement Plan Information)	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☐ A (Insurance Information) - Number Attached _____ (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE MB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

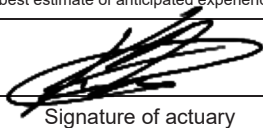
► Round off amounts to nearest dollar.
► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan UFCW Consolidated Pension Fund	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Board of Trustees of UFCW Consolidated Pension Fund	D Employer Identification Number (EIN) 58-6101602

E Type of plan: (1) ☒ Multiemployer Defined Benefit (2) ☐ Money Purchase (see instructions)

1a Enter the valuation date: Month 01 Day 01 Year 2023	
b Assets	
(1) Current value of assets	1b(1) 5,043,713,903
(2) Actuarial value of assets for funding standard account.....	1b(2) 5,391,010,734
c (1) Accrued liability for plan using immediate gain methods	1c(1) 5,912,136,990
(2) Information for plans using spread gain methods:	
(a) Unfunded liability for methods with bases	1c(2)(a)
(b) Accrued liability under entry age normal method.....	1c(2)(b)
(c) Normal cost under entry age normal method	1c(2)(c)
(3) Accrued liability under unit credit cost method.....	1c(3) 5,912,136,990
d Information on current liabilities of the plan:	
(1) Amount excluded from current liability attributable to pre-participation service (see instructions).....	1d(1)
(2) "RPA '94" information:	
(a) Current liability	1d(2)(a) 11,416,615,066
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b) 161,725,858
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c) 431,240,682
(3) Expected plan disbursements for the plan year	1d(3) 410,515,284

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE  Signature of actuary KEVIN CULP, FSA, EA Type or print name of actuary HORIZON ACTUARIAL SERVICES, LLC Firm name 8601 GEORGIA AVENUE SUITE 905 SILVER SPRINGS MD 20910 Address of the firm	08/29/2024 Date 2307423 Most recent enrollment number 240-247-4528 Telephone number (including area code)
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2 Operational information as of beginning of this plan year:

a Current value of assets (see instructions)	2a	5,276,211,960
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	61,300	4,728,352,536
(2) For terminated vested participants	112,109	3,810,699,442
(3) For active participants:		
(a) Non-vested benefits		122,969,250
(b) Vested benefits		2,754,593,838
(c) Total active	83,721	2,877,563,088
(4) Total	257,130	11,416,615,066
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	46.21 %

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM/DD/YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM/DD/YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/30/2023	928,551				
06/30/2023	57,561,887				
Totals ▶			3(b)	58,490,438	3(c)
					0
(d) Total withdrawal liability amounts included in line 3(b) total					3(d)
					23,712

4 Information on plan status:

a Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3))	4a	91.1 %
b Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If entered code is "N," go to line 5	4b	N
c Is the plan making the scheduled progress under any applicable funding improvement or rehabilitation plan?		☐ Yes ☐ No
d If the plan is in critical status or critical and declining status, does line 1(c) reflect any benefit reductions for the first time (see instructions)?		☐ Yes ☐ No
e If line d is "Yes," enter the reduction in liability resulting from the reduction in benefits (see instructions), measured as of the valuation date	4e	
f If the plan is in critical status or critical and declining status, and is:	4f	
• Projected to emerge from critical status within 30 years, enter the plan year in which it is projected to emerge;		
• Projected to become insolvent within 30 years, enter the plan year in which insolvency is expected and check here		
• Neither projected to emerge from critical status nor become insolvent within 30 years, enter "9999."		

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

- a** ☐ Attained age normal
b ☐ Entry age normal
c ☒ Accrued benefit (unit credit)
d ☐ Aggregate
e ☐ Frozen initial liability
f ☐ Individual level premium
g ☐ Individual aggregate
h ☐ Shortfall
i ☐ Other (specify):

j If box h is checked, enter period of use of shortfall method	5j	
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Line 3: Contributions of \$928,551 made throughout the year

- k** Has a change been made in funding method for this plan year? ☐ Yes ☒ No
- l** If line k is "Yes," was the change made pursuant to Revenue Procedure 2000-40 or other automatic approval? ☐ Yes ☐ No
- m** If line k is "Yes," and line l is "No," enter the date (MM/DD/YYYY) of the ruling letter (individual or class) approving the change in funding method 5m

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability	6a	2.55 %
	Pre-retirement	Post-retirement
b Rates specified in insurance or annuity contracts	☐ Yes ☐ No ☒ N/A	☐ Yes ☐ No ☒ N/A
c Mortality table code for valuation purposes:		
(1) Males.....	6c(1)	6P+1
(2) Females	6c(2)	6FP
d Valuation liability interest rate	6d	7.50 %
e Salary scale	6e	4.77 % ☐ N/A
f Withdrawal liability interest rate:		
(1) Type of interest rate	6f(1)	☒ Single rate ☐ ERISA 4044 ☐ Other ☐ N/A
(2) If "Single rate" is checked in (1), enter applicable single rate	6f(2)	7.50 %
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	7.1 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	-9.4 %
i Expense load included in normal cost reported in line 9b	6i	☐ N/A
(1) If expense load is described as a percentage of normal cost, enter the assumed percentage	6i(1)	%
(2) If expense load is a dollar amount that varies from year to year, enter the dollar amount included in line 9b.....	6i(2)	14,830,307
(3) If neither (1) nor (2) describes the expense load, check the box	6i(3)	☐

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	-117,711	-12,405

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM/DD/YYYY) of the ruling letter granting the approval.....	8a	
b Demographic, benefit, and contribution information		
(1) Is the plan required to provide a projection of expected benefit payments? (See instructions) If "Yes," see instructions for required attachment.	☒ Yes ☐ No	
(2) Is the plan required to provide a Schedule of Active Participant Data? (See instructions).	☒ Yes ☐ No	
(3) Is the plan required to provide a projection of employer contributions and withdrawal liability payments? (See instructions) If "Yes," attach a schedule.	☒ Yes ☐ No	
c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code?	☐ Yes ☒ No	
d If line c is "Yes," provide the following additional information:		
(1) Was an extension granted automatic approval under section 431(d)(1) of the Code?.....	☐ Yes ☐ No	
(2) If line 8d(1) is "Yes," enter the number of years by which the amortization period was extended..	8d(2)	
(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code?	☐ Yes ☐ No	
(4) If line 8d(3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2)).....	8d(4)	
(5) If line 8d(3) is "Yes," enter the date of the ruling letter approving the extension	8d(5)	
(6) If line 8d(3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007?	☐ Yes ☐ No	

6e: Salary Scale is dependent on service. See attachments for detail

e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s)

8e**9** Funding standard account statement for this plan year:**Charges to funding standard account:**

a Prior year funding deficiency, if any

9a

0

b Employer's normal cost for plan year as of valuation date

9b

68,989,429

c Amortization charges as of valuation date:

Outstanding balance

(1) All bases except funding waivers and certain bases for which the amortization period has been extended

9c(1)

2,410,642,314

371,864,276

(2) Funding waivers

9c(2)

0

0

(3) Certain bases for which the amortization period has been extended

9c(3)

0

0

d Interest as applicable on lines 9a, 9b, and 9c

9d

33,064,028

e Total charges. Add lines 9a through 9d

9e

473,917,733

Credits to funding standard account:

f Prior year credit balance, if any

9f

1,155,778,915

g Employer contributions. Total from column (b) of line 3

9g

58,490,438

Outstanding balance

h Amortization credits as of valuation date

9h

733,737,143

149,671,716

i Interest as applicable to end of plan year on lines 9f, 9g, and 9h

9i

100,102,189

j Full funding limitation (FFL) and credits:

(1) ERISA FFL (accrued liability FFL)

9j(1)

2,250,180,789

(2) "RPA '94" override (90% current liability FFL)

9j(2)

4,944,080,532

(3) FFL credit

9j(3)

0

k (1) Waived funding deficiency

9k(1)

0

(2) Other credits

9k(2)

0

l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)

9l

1,464,043,258

m Credit balance: If line 9l is greater than line 9e, enter the difference

9m

990,125,525

n Funding deficiency: If line 9e is greater than line 9l, enter the difference

9n**o** Current year's accumulated reconciliation account:

(1) Due to waived funding deficiency accumulated prior to the current plan year

9o(1)

0

(2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:

(a) Reconciliation outstanding balance as of valuation date

9o(2)(a)

0

(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a))

9o(2)(b)

0

(3) Total as of valuation date

9o(3)

0

10 Contribution necessary to avoid an accumulated funding deficiency. (see instructions.)

10

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions



Yes



No