

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 2024 This Form is Open to Public Inspection
--	---	---

Part I	Annual Report Identification Information
For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
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) _____
B	This return/report is: ☐ 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.	10/09/2025	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.	10/06/2025	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 365494
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) 184887 6a(2) 166161 6b 58123 6c 118419 6d 342703 6e 4871 6f 347574 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
---	---

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 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 2024 This Form is Open to Public Inspection
---	---	--

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

- ▶ 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 2024	
b Assets	
(1) Current value of assets	1b(1) 5163546287
(2) Actuarial value of assets for funding standard account	1b(2) 5457694227
c (1) Accrued liability for plan using immediate gain methods	1c(1) 6012476417
(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) 6012476417
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) 10209086994
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b) 141570806
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c) 441651409
(3) Expected plan disbursements for the plan year	1d(3) 419406671

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	09/04/2025
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	5355928086
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	62069	4401178203
(2) For terminated vested participants	114591	3388834279
(3) For active participants:		
(a) Non-vested benefits		103960573
(b) Vested benefits		2315113939
(c) Total active	82633	2419074512
(4) Total	259293	10209086994
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	52.46 %

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	
02/02/2024	40000000					
06/30/2024	57077935					
06/30/2024	833066					
09/19/2024	6000000					
			Totals ►	3(b)	103911001	
					3(c)	
(d) Total withdrawal liability amounts included in line 3(b) total					3(d)	15808

4 Information on plan status:

a Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3)).....	4a	90.8 %
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		3.29 %
	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	7.4 %	
h Estimated investment return on current value of assets for year ending on the valuation date	6h	9.0 %	
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)	15395625	
(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	-18908347	-1992627

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 the plan received an amortization extension for this plan year under Code section 431(d), enter the difference between the amount necessary to satisfy the plan's minimum funding standard for this plan year and the amount that would have been necessary without using the shortfall method or extending the amortization period(s).	8e	

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

a Prior year funding deficiency, if any	9a	
b Employer's normal cost for plan year as of valuation date	9b	68890227

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)	2191686390	355111358
9c(2)		
9c(3)		

d Interest as applicable on lines 9a, 9b, and 9c.....**9d** 31800119**e** Total charges. Add lines 9a through 9d.....**9e** 455801704**Credits to funding standard account:****f** Prior year credit balance, if any.....**9f** 990125525**g** Employer contributions. Total from column (b) of line 3.....**9g** 103911001**h** Amortization credits as of valuation date.....

	Outstanding balance	
9h	646778675	145170614

i Interest as applicable to end of plan year on lines 9f, 9g, and 9h**9i** 90177882**j** Full funding limitation (FFL) and credits:

(1) ERISA FFL (accrued liability FFL).....

(2) "RPA '94" override (90% current liability FFL)

(3) FFL credit

9j(1)		
9j(2)		
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** 1329385022**m** Credit balance: If line 9l is greater than line 9e, enter the difference**9m** 873583318**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

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
		2024
		This Form is Open to Public Inspection.

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024		
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)
--------	---

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 LONG-TERM DISTRESS

47-2141919

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

DAVIDSON KEMPNER LONG-TERM DISTRESS

82-1995377

(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

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

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

TUDOR INVESTMENT CORPORATION

22-2514825

(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

ALCHEMY SPECIAL OPPORTUNITIES LTD

98-1162006

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

BLACKSTONE ENERGY MANAGEMENT ASSOCI

37-1762494

(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

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.

87-0978594

(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

BESSEMER VENTURE PARTNERS CF II INS

98-1578871

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

BESSEMER VENTURE PARTNERS XI INSTIT

98-1578750

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

BESSEMER VENTURE PARTNERS XII INSTI

98-1673317

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

CENTER BRIDGE SPECIAL CREDIT PARTNE

81-1139535

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

CHARLESBANK EQUITY FUND IX, LP

35-2600984

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

CHARLESBANK EQUITY FUND VIII, LP

47-1109521

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

CHARLESBANK EQUITY FUND X, LP

85-3094426

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

CRAYHILL PRINCIPAL STRATEGIES PART

92-2136383

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

H.I.G. CAPITAL, LLC

65-0863927

(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

KPS SPECIAL SITUATIONS FUND V

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

KPS SPECIAL SITUATIONS FUND VI

ONE VANERBILT AVENUE 52ND FL
NEW YORK, NY 10017

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

MW MARKET NEUTRAL TOPS FUND (MARSHA

98-0430284

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

SIGULAR GUFF SMALL BUSINESS CREDIT

13-3855629

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

SIGULER GUFF DISTRESSED OPPORTUNITI

26-1412642

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

SIGULER GUFF DISTRESSED REAL ESTATE

27-3463820

(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

NAUTIC CAPITAL LLC

50 KENNEDY PLAZA, 17TH FLOOR,
PROVIDENCE, RI 02903

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

WESTVIEW CAPITAL PARTNERS, LP

92-0659049

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

CVC CAPITAL PARTNERS IX

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

BROOKFIELD INFRASTRUCTURE FUND IV-C

250 VESEY ST, 15TH FLOOR
NEW YORK, NY 10281

(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

(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

(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)

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	5336542	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	4707163	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	1682324	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)

ARBOUR LANE CREDIT OPP FUND III (B)

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 99	NONE	236536	Yes ☒ No ☐	Yes ☒ No ☐	0	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	1280336	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	1220220	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	1072307	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	822922	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	779004	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)

ISQ GLOBAL INFRASTRUCTURE FUND III

98-1043772

(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	INVESTMENT ADVISOR	774270	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	682397	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	632220	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)

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 51	NONE	586771	Yes ☐ No ☒	Yes ☐ No ☐		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	576916	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ARBOUR LANE CREDIT OPP FUND II (B)

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	225687	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)

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	542222	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(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	467590	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BROOKFIELD INFRASTRUCTURE FUND IV G

250 VERSEY ST. 15TH FLOOR
NEW YORK, NY 10281-1023

(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	EXPENSE MANAGEMENT	202228	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)

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 28	NONE	421165	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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)

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	366919	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)

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	362151	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)

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	353152	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	342812	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(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	243371	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	234123	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)

VORIANA FEEDER SCSP

98-1721223

(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	223129	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	211571	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	193118	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)

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	140000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	127277	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	101144	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)

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	66281	Yes ☐ No ☒	Yes ☐ No ☐		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	32887	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	19557	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)

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	8082	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			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
KAYNE ANDERSON RUDNICK INVESTMENT M	68	0

(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.
JEFFERIES, LLC 95-2622900	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
KAYNE ANDERSON RUDNICK INVESTMENT M	68	0

(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.
GOLDMAN SACHS & CO., LLC 13-5108880	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
KAYNE ANDERSON RUDNICK INVESTMENT M	68	0

(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.
ROBERT W. BAIRD & CO., INC. 39-6037917	

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 2024 This Form is Open to Public Inspection.
For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024		
A Name of plan UFCW CONSOLIDATED PENSION FUND		B Three-digit plan number (PN) ▶ 001
C Plan or DFE 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 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: BOSTON TRUST WALDEN SM CAP		
b Name of sponsor of entity listed in (a): BOSTON TRUST WALDEN COMPANY		
c EIN-PN 83-6501761-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51805517
a Name of MTIA, CCT, PSA, or 103-12 IE: COMMINGLED PENSION TRUST FUND		
b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK		
c EIN-PN 13-6038770-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64574581
a Name of MTIA, CCT, PSA, or 103-12 IE: WILLIAM BLAIR EMERGING MARKETS GROW		
b Name of sponsor of entity listed in (a): GLOBAL TRUST COMPANY		
c EIN-PN 27-6331814-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78900571
a Name of MTIA, CCT, PSA, or 103-12 IE: WILLIAM BLAIR EMERGING MARKETS SMAL		
b Name of sponsor of entity listed in (a): GLOBAL TRUST COMPANY		
c EIN-PN 27-6331814-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59579916
a Name of MTIA, CCT, PSA, or 103-12 IE: ALL WEATHER PORTFOLIO LIMITED		
b Name of sponsor of entity listed in (a): ALL WEATHER PORTFOLIO LIMITED		
c EIN-PN 98-0501379-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 379670203
a Name of MTIA, CCT, PSA, or 103-12 IE: BRANDYWINE GLOBAL INVESTMENT MANAGE		
b Name of sponsor of entity listed in (a): BRANDYWINE GLOBAL INVESTMENT MGMT, LLC		
c EIN-PN 51-0412248-017	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 172285961
a Name of MTIA, CCT, PSA, or 103-12 IE: EMERGING MARKETS EQUITY FUND, A SER		
b Name of sponsor of entity listed in (a): ABERDEEN ASSET MANAGEMENT		
c EIN-PN 36-7180580-001	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98708352
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule D (Form 5500) 2024 v. 240311		

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
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
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
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
		2024
		This Form is Open to Public Inspection

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

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		
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	31382886	33923283
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	192462778	149087023
(2) Participant contributions.....	1b(2)		
(3) Other	1b(3)	79676180	97039561
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	210181529	103354603
(2) U.S. Government securities	1c(2)	112935973	144822166
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	62350368	47201213
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	491650470	491166910
(5) Partnership/joint venture interests	1c(5)	3270620982	3570909122
(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)	237504501	254860585
(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)	613479220	650664516
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	104709589	101721036
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	53713435	-8819677

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	5460667911	5635930341
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h	2427829	2668071
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	102311996	99439463
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	104739825	102107534
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	5355928086	5533822807

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)	60570275	
(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)		60570275
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	-762670	
(B) U.S. Government securities.....	2b(1)(B)	2289531	
(C) Corporate debt instruments.....	2b(1)(C)	2429279	
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)	-15155178	
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		-11199038
(2) Dividends: (A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)	5299108	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	4524152	
(D) Total dividends. Add lines 2b(2)(A) , (B), and (C).....	2b(2)(D)		9823260
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds.....	2b(4)(A)	733311105	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	589606595	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		143704510
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	368387938	
(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)		45996064
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-4958217
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		5249647
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3265177
c Other income	2c		-26902
d Total income. Add all income amounts in column (b) and enter total	2d		620812714

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	381251547	
(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)		381251547
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)	5065846	
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)	333118	
(5) Investment advisory and investment management fees	2i(5)	46312128	
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)	787086	
(8) Legal fees	2i(8)	715303	
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	9826337	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		63039818
j Total expenses. Add all expense amounts in column (b) and enter total	2j		444291365

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		176521349
l Transfers of assets:			
(1) To this plan	2l(1)		1373372
(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?	☒		3570909122
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 557527.

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 2024 This Form is Open to Public Inspection.	
For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024					
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	512
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) 2024 v. 240311	

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 **103077935**

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) **0.50**

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

a Name of contributing employer **KEYSTONE FOODS**

b EIN **23-3073393**

c Dollar amount contributed by employer **330637**

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 **ALBERTSONS INC.**

b EIN **82-0184434**

c Dollar amount contributed by employer **213670**

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 **COUNTRY SELECT**

b EIN **64-0944279**

c Dollar amount contributed by employer **79742**

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 **UFCW TRUST FUND OFFICE**

b EIN **77-0613772**

c Dollar amount contributed by employer **41949**

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 **GREAT SCOT INC.**

b EIN **34-4458017**

c Dollar amount contributed by employer **21628**

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): _____

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 DELTA PRIDE

b EIN 64-0625541

c Dollar amount contributed by employer 18349

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 455

b EIN 74-1290941

c Dollar amount contributed by employer 16022

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 UFCW LOCAL 1995

b EIN 62-1603091

c Dollar amount contributed by employer 13600

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 TITAN FACILITY SERVICES

b EIN 51-0515734

c Dollar amount contributed by employer 7948

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

38384

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

39537

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

40298

- 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

101.87

b The corresponding number for the second preceding plan year.....

15b

104.25

- 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

0

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: 18.1 % Private Equity: 8.8 % Investment-Grade Debt and Interest Rate Hedging Assets: 6.5 %

High-Yield Debt: 8.1 % Real Assets: 6.7 % Cash or Cash Equivalents: 1.6 % Other: 50.2 %

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, 2024



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

FINANCIAL STATEMENTS WITH SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2024

CONTENTS

	PAGE
Independent Auditor's Report	1
Statements of Net Assets Available for Benefits	4
Statements of Changes in Net Assets Available for Benefits	6
Statement of Accumulated Plan Benefits	8
Statement of Changes in Accumulated Plan Benefits	9
Notes to Financial Statements	10
Supplemental Information	
Schedule of Assets (Held at End of Year)	25





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, 2024 and 2023, 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, 2023, 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, 2024 and 2023, and the changes in its net assets available for benefits for the years then ended, and the accumulated plan benefits as of December 31, 2023, 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.

Basis for Opinion

We conducted our audits 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.

Emphasis of Matter

As discussed in Note 6, the financial statements include investments valued at approximately \$4.5 billion (84% 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.





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 7, 2025

UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2024 AND 2023

	2024	2023
Investments - at fair value		
Short-term investments	\$ 103,354,603	\$ 210,181,529
Equity securities	491,166,910	491,650,470
U.S. Government and Government Agency securities	144,822,166	112,935,973
Corporate debt instruments	47,201,213	62,350,368
Registered investment companies (mutual funds)	101,721,036	104,709,589
103-12 investment entities	650,664,516	613,479,220
Partnerships/joint venture interests	3,570,909,122	3,270,620,982
Common collective trusts	254,860,585	237,504,501
Forward contracts, swaps and options - net	<u>(9,244,414)</u>	<u>53,262,027</u>
Total investments - at fair value	<u>5,355,455,737</u>	<u>5,156,694,659</u>
Investment in U.F.C.W. Unions and Employers Benefits Administration LLC	<u>424,737</u>	<u>451,408</u>
Receivables		
Employers' contribution	45,950	80,979
Sound Retirement Trust contribution	149,041,073	192,381,799
Accrued investment income	2,939,688	24,277,468
Due from other funds	3,585,449	3,585,449
Receivable for investments sold	90,060,691	51,678,513
Withdrawal liability assessments	<u>118,942</u>	<u>134,750</u>
Total receivables	<u>245,791,793</u>	<u>272,138,958</u>
Prepaid expenses	<u>334,791</u>	<u>-</u>
Cash	<u>33,923,283</u>	<u>31,382,886</u>
Total assets	<u>5,635,930,341</u>	<u>5,460,667,911</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, 2024 AND 2023

	<u>2024</u>	<u>2023</u>
Liabilities		
Accounts payable	\$ 2,668,071	\$ 2,427,829
Accrued supplemental retirement payable	494,702	540,167
Due to U.F.C.W. Benefits Administration, LLC	2,457,383	1,814,937
Interest payable - short sales	36,153	4,766,574
Payable for investments purchased	80,151,144	32,651,804
Pending short sales	16,320,494	62,351,507
Other liabilities	<u>(20,413)</u>	<u>187,007</u>
Total liabilities	<u>102,107,534</u>	<u>104,739,825</u>
Net assets available for plan benefits	<u>\$ 5,533,822,807</u>	<u>\$ 5,355,928,086</u>

UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2024 AND 2023

	2024	2023
Additions		
Investment income		
Interest, dividends and other investment income	\$ 12,101,025	\$ 44,217,046
Appreciation in fair value of investments	<u>548,168,316</u>	<u>425,874,184</u>
Total investment income	<u>560,269,341</u>	<u>470,091,230</u>
Depreciation in fair value of investments		
investment in U.F.C.W. Benefits Administration, LLC	<u>(26,671)</u>	<u>(150,179)</u>
Less: investment expense		
Investment management, advisory and custodial fees	(30,896,435)	(21,642,920)
Carried interest	(14,993,361)	(7,921,664)
Unrelated business income tax expense	<u>(422,332)</u>	<u>(681,412)</u>
Total investment fees	<u>(46,312,128)</u>	<u>(30,245,996)</u>
Investment income - net	<u>513,930,542</u>	<u>439,695,055</u>
Employer contributions	<u>60,570,275</u>	<u>18,374,180</u>
Transfer from Sound Retirement Trust	<u>1,373,372</u>	<u>10,937,530</u>
Miscellaneous income (expense)	<u>(231)</u>	<u>1,030</u>
Total additions	<u>575,873,958</u>	<u>469,007,795</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, 2024 AND 2023

	2024	2023
Deductions		
Pension Benefits	\$ 381,251,547	\$ 373,817,721
Administrative expenses		
Actuarial fees	787,086	645,034
Allocation of administrative costs	4,707,163	3,666,183
Audit fees	333,118	218,953
Contract administration (Washington Meat)	358,683	357,542
Insurance expense	342,763	385,019
Legal fees	715,303	709,518
PBGC premiums	9,057,890	8,840,895
Office and other miscellaneous expenses	425,684	650,804
Total administrative expenses	<u>16,727,690</u>	<u>15,473,948</u>
 Total deductions	 <u>397,979,237</u>	 <u>389,291,669</u>
Net change	177,894,721	79,716,126
Net assets available for benefits		
Beginning of year	<u>5,355,928,086</u>	<u>5,276,211,960</u>
End of year	<u>\$ 5,533,822,807</u>	<u>\$ 5,355,928,086</u>

See accompanying notes to financial statements.



UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

DECEMBER 31, 2023

Vested benefits

Retired participants and beneficiaries	\$	3,121,447,550
Terminated vested participants		1,686,086,131
Active participants with vested rights		<u>1,148,885,753</u>
Total vested benefits		<u>5,956,419,434</u>

Non-vested benefits

56,056,983

Present value of operating expenses

220,670,625

Total actuarial present value of accumulated plan benefits as of December 31, 2023 actuarial valuation

\$ 6,233,147,042

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

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

YEAR ENDED DECEMBER 31, 2023

**Actuarial present value of accumulated plan benefits,
January 1, 2023**

\$ 6,124,704,724

Increase/decrease due to

Benefits accumulated and actuarial (gain)/loss	40,225,246
Interest due to decrease in discount period	448,816,351
Benefits paid	(373,817,721)
Operating expenses paid	(15,473,948)
Merger or transfer	<u>8,692,390</u>
Net increase	<u>108,442,318</u>

**Actuarial present value of accumulated plan benefits,
December 31, 2023**

\$ 6,233,147,042



UNITED FOOD AND COMMERCIAL WORKERS CONSOLIDATED PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2024 AND 2023

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.

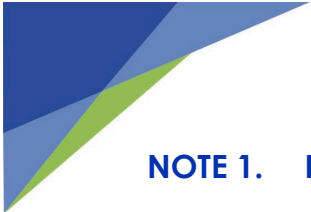
Effective July 1, 2014, certain assets and liabilities relating to Kroger Participants who were previously covered under the Washington Meat Industry Pension Trust (Washington Meat) were transferred to the Plan.

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.

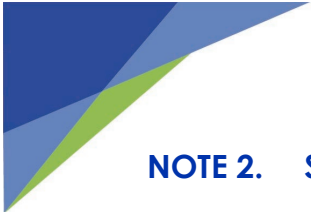
The Plan provides normal, early and disabled retirement benefits as well as various death benefits for credited service earned. In general, the following requirements exist for each type of benefit.

- 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.

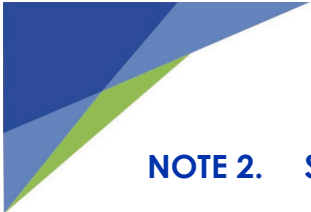
Fair Value Measurements - Accounting standards provide the framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for 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, 2024.

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.

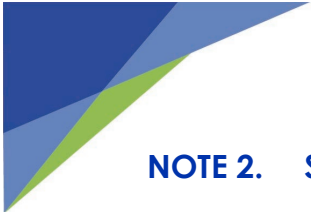
Registered investment companies (mutual funds) are valued based on closing prices on national exchanges.

103-12 Entities and common 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.

Partnerships/joint venture interests 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.

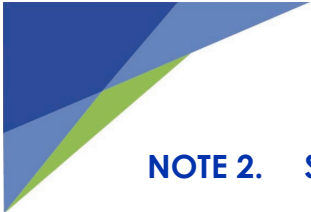
A currency rate swap is a foreign-exchange agreement between two parties to exchange aspects (namely the principal and/or interest payments) of a loan in one currency for equivalent aspects of an equal in net present value loan in another currency.

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, 2024 and 2023 is \$494,702 and \$540,167, 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.

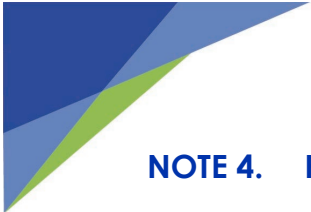
Pension Benefits - Benefit payments to participants are recorded upon distribution.

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.

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, 2024, 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, 2024, the statute of limitations for tax years 2021 through 2023 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 to continue the Plan in effect. However, the right to terminate the Plan is reserved to the Board of Trustees and the Plan may be terminated in accordance with the provisions of ERISA (as amended) and related regulations. The Plan also may terminate by withdrawal of every employer; or through proceedings instituted by the Pension Benefit Guaranty Corporation (PBGC) when one of certain conditions exists with respect to the Plan.

If the Plan is terminated by the withdrawal of all employers and if the value of nonforfeitable (vested) benefits exceeds the value of Plan assets, the Plan will pay benefits only to the extent necessary to pay all of the nonforfeitable benefits when due, and to reduce accrued benefits only to the extent that those benefits are not eligible for the guarantee of the PBGC. If, after implementation of the reduction in benefits, the Plan's available resources are not sufficient to pay benefits when due for the plan year, the Plan will be considered insolvent. Plan benefits are guaranteed by the PBGC only if the Plan is insolvent. The PBGC, however, will not guarantee benefits or benefit increases in effect for fewer than 60 months before the first day of the Plan year in which a Plan amendment to reduce benefits is taken into account in determining the minimum contribution requirement for the plan year in accordance with the provisions set forth in ERISA.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets available to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

NOTE 5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The most recent actuarial valuations of the Plan were made as of January 1, 2024. Some of the more significant actuarial assumptions used in the January 1, 2024 valuations were:

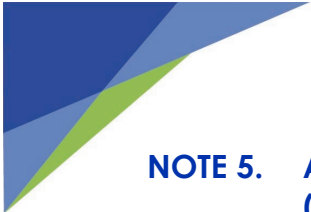
Cost method - Projected unit credit cost method.

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; 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. 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. 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 2.55% to 3.29%, in accordance with the change in the Internal Revenue Service 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 2024 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, 2024. Had the valuation been performed as of December 31, 2023, there would be no material differences.

Since information on the accumulated plan benefits at December 31, 2024 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, 2024 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, 2024. The complete financial status is presented as of December 31, 2023.

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, 2024 and 2023:

Description	12/31/2024 Total	Quoted Market Price for Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Short-term investments	\$ 103,354,603	\$ 103,354,603	\$ -	\$ -
Equity securities	491,166,910	491,166,910	-	-
U.S. Government and Government Agency securities	144,822,166	23,127,079	121,695,087	-
Corporate debt instruments	47,201,213	-	47,201,213	-
Registered investment companies (mutual funds)	101,721,036	101,721,036	-	-
Forward contracts, swaps and options - net	(9,244,414)	-	(9,244,414)	-
Total	879,021,514	<u>\$ 719,369,628</u>	<u>\$ 159,651,886</u>	<u>\$ -</u>
Investments measured at net asset value *	4,476,434,223			
Total	<u>\$ 5,355,455,737</u>			

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	<u>\$ 826,151,057</u>	<u>\$ 208,938,899</u>	<u>\$ -</u>
Investments measured at net asset value *	4,121,604,703			
Total	<u>\$ 5,156,694,659</u>			

*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, 2024 and 2023 by investment strategy:

	Fair Value		Unfunded Commitments		Redemption Frequency	Redemption Notice Period
	2024	2023	2024	2023		
a. 103-12 investment entities	\$ 650,664,516	\$ 613,479,220	\$ -	\$ -	Varies	Varies
b. Partnerships/Joint Venture Interests	3,570,909,122	3,270,620,982	472,293,968	288,671,190	Varies	Varies
c. Common Collective Trusts	254,860,585	237,504,501	-	-	Varies	Varies
	<u>\$ 4,476,434,223</u>	<u>\$ 4,121,604,703</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.

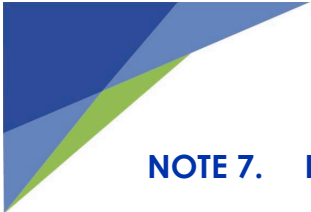
Partnerships/Joint Venture Interests - The Plan's investments in this category is comprised of numerous investments. These investments are generally hedge funds and real estate funds. Hedge funds seek to leverage domestic and international markets. Real estate funds seek gains through investments in 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 five 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 foreign exchange contracts are recognized currently. At December 31, 2024, the Plan had commitments of \$7,607,465, for the purchase of foreign currencies at fixed rates. At December 31, 2024, the Plan had commitments of \$7,462,084, respectively, for the sale of foreign currencies at fixed rates, respectively.



NOTE 7. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

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, 2024, 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, 2024, the Plan had recorded assets related to interest rate swap agreements of \$144,361 and liabilities of (\$134,438). The Plan had recorded assets related to total return swap agreements of \$2,699,581 and liabilities of (\$24,552,823) at December 31, 2024.

The Plan had recorded assets related to credit default swap agreements of \$139,604 and liabilities of (\$1,421) at December 31, 2024. 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).

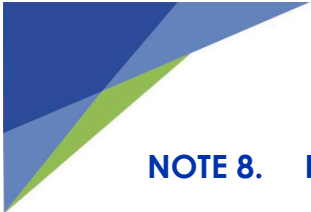
The Plan has entered into currency rate swap agreements. A currency rate swap is a foreign-exchange agreement between two parties to exchange aspects (namely the principal and/or interest payments) of a loan in one currency for equivalent aspects of an equal in net present value loan in another currency. At December 31, 2024, the Plan had recorded assets related to currency rate swap agreements of \$283,966 and liabilities of (\$252,531).

At December 31, 2024 and 2023, 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:

	2024			2023		
	Asset	Liability	Gain/Loss	Asset	Liability	Gain/Loss
Forward foreign exchange contracts - notional value	\$ 52,986,577	\$ (9,912,501)	\$ (1,452,037)	\$ 35,528,407	\$ (9,159,914)	\$ 741,013
Options	-	-	31,014	-	-	20,723
Interest rate swaps	144,361	(134,438)	141,195	-	(545)	6,852
Total return swaps	2,699,581	(24,552,823)	46,648,982	49,846,530	(2,067,114)	57,785,110
Credit default swaps	139,604	(1,421)	92,654	181,691	(562)	279,975
Currency rate swaps	283,966	(252,531)	(1,187,955)	189,493	(5,984)	2,484,839
	<u>\$ 56,254,089</u>	<u>\$ (34,853,714)</u>	<u>\$ 44,273,853</u>	<u>\$ 85,746,121</u>	<u>\$ (11,234,119)</u>	<u>\$ 61,318,512</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, 2024, the Plan had entered into various contracts to purchase and sell futures contracts at specified prices. At December 31, 2024, the Plan had long positions of \$52,986,577 and short positions of \$9,912,501. 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.

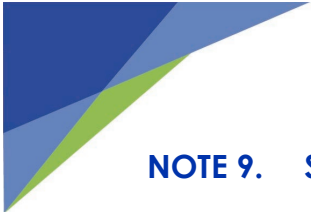
NOTE 9. SOUND RETIREMENT CONTRIBUTIONS RECEIVABLE

Effective June 21, 2021, The Kroger Co. (Kroger), The Sound Retirement Trust (the SRT), and the Plan agreed to an ERISA Section 4231 transfer of assets and liabilities for Kroger's total current active and inactive liability in the Plan. The transfer, including additional transfers made during the years ended December 31, 2022 and 2023, included approximately \$202 million in assets and \$745 million in actuarial liabilities to be transferred to the Consolidated Fund.

As part of the transfer agreement, the SRT has established a contingency reserve of approximately \$10,000,000 (the Contingency Reserve) to satisfy Kroger's pro rata share of the potential uncollectible withdrawal liability attributable to participating employers that withdraw, excluding Albertson's/Safeway, up to the maximum held in escrow. The SRT will transfer 1/7th of the \$10,000,000 each year to the Plan for seven years from the date of transfer. Within 120-days of the end of each Plan year end, the SRT will determine Kroger's pro rata share of the uncollectible withdrawal liability attributable to participating employers that withdraw during that Plan year, excluding Albertson's/Safeway. That amount will be deducted from the annual transfer to the Consolidated Fund and transferred back to the SRT. Any balance remaining will be transferred to the Consolidated Fund at the end of the seven years.

The third installment was made in 2024 and reduced the Contingency Reserve to \$5,714,287 as of September 30, 2024.

The transfer agreement was amended in October 2023 to provide for an additional transfer from the SRT to the Plan to account for changes in Kroger's SRT benefit liabilities after the original transfer date. On December 5, 2023, the SRT transferred approximately \$9.6 million in assets and \$9.8 million in actuarial liabilities to the Plan.



NOTE 9. SOUND RETIREMENT CONTRIBUTIONS RECEIVABLE (CONTINUED)

As of December 31, 2024, the following amounts are due to the Plan:

Year ended December 31, 2025	\$ 57,440,899
2026	57,240,058
2027	<u>57,240,058</u>
	171,921,015
Discount	<u>(22,990,267)</u>
	<u>\$ 148,930,748</u>

NOTE 10. RISKS AND UNCERTAINTIES

The actuarial present value of accumulated plan benefits is calculated based on certain assumptions pertaining to interest rate, participant demographics and other assumptions, all of which are subject to change. Due to the inherent uncertainty of the assumption process, it is at least reasonably possible changes in these assumptions in the near term could be material to the actuarial present value of accumulated plan benefits.

Plan investments are exposed to various risks such as interest rate, market fluctuations and credit risk. Some estimated values may differ from values that would have been used had a ready market existed for the investment. Due to the level of risk associated with investments and the level of uncertainty with respect to the changes in the value of investments, it is reasonably possible that the changes in risks in the near term could materially affect the amounts reported in the financial statements.

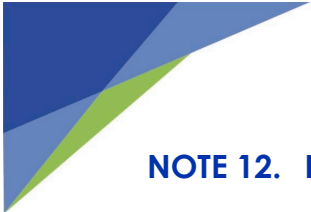
During the years ended December 31, 2024 and 2023, approximately 99% and 97% of contributions, respectively, were received from one employer.

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, 2024, 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, 2024.



NOTE 12. PARTY-IN-INTEREST TRANSACTIONS

The Plan pays certain investment and administrative fees directly to service providers. These are 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, 2024:

Additions per the financial statements	\$ 575,873,958
Add: investment expenses	46,312,128
Less: transfer from Sound Retirement trust	<u>(1,373,372)</u>
Additions per Form 5500	<u>\$ 620,812,714</u>

The following is a reconciliation of deductions per the financial statements to the Form 5500 for the year ended December 31, 2024:

Deductions per the financial statements	\$ 397,979,237
Add: investment expenses	<u>46,312,128</u>
Deductions per Form 5500	<u>\$ 444,291,365</u>

NOTE 14. SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 7, 2025, 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.

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, 2024.



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 - \$0.54)	\$43.50	\$34.25	-
Non-Standard Contribution Rate (\$0.35 - \$0.44)	\$35.75	\$26.25	-
Non-Standard Contribution Rate (\$0.25)	\$30.00	\$25.00	-
Non-Standard Contribution Rate (\$0.20)	\$25.00	\$20.00	-
Beginning 1/1/2010			
<i>Rehabilitation Plan Preferred Schedule*</i>			
Pre-2010 Contribution Rate of \$0.35 or more	\$40.00	\$30.00	\$16.00
Pre-2010 Contribution Rate of \$0.25	\$23.00	\$18.25	\$9.75
Pre-2010 Contribution Rate of \$0.20	\$19.00	\$14.50	\$7.75

* 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).



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

Monthly Benefit Accrual Rates

UFCW Consolidated Pension Plan

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.



Schedule MB, Line 6 - Summary of Plan Provisions

**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		Post-Rehab Plan Accrual	
	<u>Years of Credited Service</u>		1% of	Flat
	Up to 30	Over 30	Contributions	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.



Schedule MB, Line 6 - Summary of Plan Provisions

***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.



Schedule MB, Line 6 - Summary of Plan Provisions

**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



Schedule MB, Line 6 - Summary of Plan Provisions

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.



Schedule MB, Line 6 - Summary of Plan Provisions

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: ○ Accrued benefit as of December 31, 2010: the later of age 60 or the fifth anniversary of participation. ○ 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.



Schedule MB, Line 6 - Summary of Plan Provisions

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: ○ <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). ○ <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). ○ <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).



Schedule MB, Line 6 - Summary of Plan Provisions

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: - 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 - 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: - 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.
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 ½ 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



Schedule MB, Line 6 - Summary of Plan Provisions

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, 2023.



UFCW CONSOLIDATED PENSION FUND

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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 FUNE	Short-term investments	N/A	N/A	13	12	13
	EB TEMP INV FD	Short-term investments	N/A	N/A	78,684,140	78,684,140	78,684,140
	AUD (AUSTRALIAN DOLLARS)	Short-term investments	N/A	N/A	40,208	25,895	24,894
	BNY MELLON CASH RESERVE	Short-term investments	N/A	N/A	279,944	279,944	279,944
	CAD (CANADIAN DOLLARS)	Short-term investments	N/A	N/A	132,053	92,674	91,819
	CAD CURRENCY AT BROKER	Short-term investments	N/A	N/A	27,204	19,670	18,916
	CASH COLLATERAL LCH CCP WELL	Short-term investments	N/A	N/A	389,000	389,000	389,000
	CHF (SWISS FRANC)	Short-term investments	N/A	N/A	8,034	8,219	8,865
	DKK (DANISH KRONE)	Short-term investments	N/A	N/A	237,156	33,933	32,931
	EUR (EURO)	Short-term investments	N/A	N/A	114,577	130,730	118,645
	EUR CURRENCY AT BROKER	Short-term investments	N/A	N/A	4	5	5
	GBP (GREAT BRITISH POUNDS)	Short-term investments	N/A	N/A	61,044	76,589	76,452
	GBP CURRENCY AT BROKER	Short-term investments	N/A	N/A	28,874	36,593	36,162
	ILS (ISRAELI SHEKEL)	Short-term investments	N/A	N/A	343	101	94
	JPY (JAPANESE YEN)	Short-term investments	N/A	N/A	2,143,759	14,106	13,641
	MIZUHO T&A COLLATERAL	Short-term investments	N/A	N/A	130,000	130,000	130,000
	MXN (MEXICAN PESO)	Short-term investments	N/A	N/A	265,260	14,348	12,757
	SEK (SWEDISH KRONA)	Short-term investments	N/A	N/A	1,569	142	142
	SWAP COLLATERAL WITH BARCLAY	Short-term investments	N/A	N/A	4,400,000	4,400,000	4,400,000
	SWAP COLLATERAL WITH GOLDMA	Short-term investments	N/A	N/A	14,490,000	14,490,000	14,490,000
	SWAP COLLATERAL WITH JP MORGAN	Short-term investments	N/A	N/A	540,000	540,000	540,000
	TWD (TAIWAN DOLLAR)	Short-term investments	N/A	N/A	101,014,967	3,323,995	3,081,182
	WELLS FARGO CASH COLLATERA	Short-term investments	N/A	N/A	778,000	778,000	778,000
	WELLS FARGO SECURITIES LLC CAS	Short-term investments	N/A	N/A	147,000	147,000	147,000
	ZAR (SOUTH AFRICAN RAND)	Short-term investments	N/A	N/A	12	1	1
	Total - Short-term investment:					103,615,097	103,354,603
Equity securities							
	ADIDAS AG	Equity securities	N/A	N/A	19,058	4,095,196	4,673,144
	ADOBE INC	Equity securities	N/A	N/A	14,100	504,075	6,269,988
	ADVANCED MICRO DEVICES INC	Equity securities	N/A	N/A	50,059	3,736,276	6,046,627
	AIA GROUP LTD	Equity securities	N/A	N/A	618,200	3,306,394	4,480,546
	ALIMENTATION COUCHE-TARD INC	Equity securities	N/A	N/A	105,600	2,685,567	5,853,450
	ALPHABET INC	Equity securities	N/A	N/A	53,120	937,753	10,116,173
	ALPHABET INC	Equity securities	N/A	N/A	17,911	1,190,323	3,390,552
	A-MARK PRECIOUS METALS INC	Equity securities	N/A	N/A	2,388	5,873	65,431
	AMAZON.COM INC	Equity securities	N/A	N/A	23,318	2,936,183	5,115,736
	AMPHENOL CORP	Equity securities	N/A	N/A	141,500	1,094,856	9,827,175
	APPLE INC	Equity securities	N/A	N/A	19,486	4,384,960	4,879,684
	ARGENX SE	Equity securities	N/A	N/A	10,853	4,609,821	6,674,595
	ARISTA NETWORKS INC	Equity securities	N/A	N/A	24,120	459,088	2,665,984
	ARM HOLDINGS PLC	Equity securities	N/A	N/A	14,899	1,718,388	1,837,941
	ARMSTRONG WORLD INDUSTRIES INC	Equity securities	N/A	N/A	13,048	956,818	1,844,074
	ASML HOLDING NV	Equity securities	N/A	N/A	8,090	5,548,245	5,685,602
	ASTRAZENECA PLC	Equity securities	N/A	N/A	21,611	1,968,638	2,833,229
	ATLASSIAN CORP	Equity securities	N/A	N/A	10,290	1,788,026	2,504,380
	AUTOMATIC DATA PROCESSING INC	Equity securities	N/A	N/A	27,400	2,385,969	8,020,802
	BAE SYSTEMS PLC	Equity securities	N/A	N/A	200,183	3,401,143	2,879,395
	BANK OF HAWAII CORP	Equity securities	N/A	N/A	20,163	1,013,611	1,436,412
	BJ'S WHOLESALE CLUB HOLDINGS I	Equity securities	N/A	N/A	19,191	1,369,762	1,714,716
	BOOKING HOLDINGS INC	Equity securities	N/A	N/A	1,460	2,805,502	7,253,893
	BOSTON SCIENTIFIC CORP	Equity securities	N/A	N/A	92,852	3,176,224	8,293,541
	BROADRIDGE FINANCIAL SOLUTIONS	Equity securities	N/A	N/A	11,344	2,067,483	2,554,765
	CACI INTERNATIONAL INC	Equity securities	N/A	N/A	4,951	1,694,173	2,000,501
	CANADIAN NATIONAL RAILWAY CC	Equity securities	N/A	N/A	37,200	4,240,113	3,775,611
	CARRIER GLOBAL CORP	Equity securities	N/A	N/A	20,140	1,511,453	1,374,756
	CBRE GROUP INC	Equity securities	N/A	N/A	22,183	2,969,240	2,912,406
	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
	CISCO SYSTEMS INC	Equity securities	N/A	N/A	90,600	2,224,903	5,363,520
	COGNIZANT TECHNOLOGY SOLUTIONS	Equity securities	N/A	N/A	39,069	2,426,283	3,004,406
	COGNITE SOFTWARE LTD	Equity securities	N/A	N/A	90	1,588	779
	COMPASS GROUP PLC	Equity securities	N/A	N/A	198,200	3,783,787	6,607,768
	COPART INC	Equity securities	N/A	N/A	77,800	4,362,684	4,464,942
	CORVEL CORP	Equity securities	N/A	N/A	16,104	1,055,027	1,791,731
	COSTCO WHOLESALE CORP	Equity securities	N/A	N/A	6,100	3,051,474	5,589,247
	CSL LTD	Equity securities	N/A	N/A	27,300	1,534,072	4,759,489
	CURLINE PROPERTIES CORP	Equity securities	N/A	N/A	2	44	46
	DANAHER CORP	Equity securities	N/A	N/A	16,781	3,070,640	3,852,079
	DOLBY LABORATORIES INC	Equity securities	N/A	N/A	15,079	1,202,834	1,177,670
	EATON CORP PLC	Equity securities	N/A	N/A	9,261	2,282,915	3,073,448
	ECOLAB INC	Equity securities	N/A	N/A	10,534	2,274,705	2,468,327
	EDWARDS LIFESCIENCES CORP	Equity securities	N/A	N/A	64,700	2,199,719	4,789,741
	EXPERIAN PLC	Equity securities	N/A	N/A	80,900	1,525,182	3,490,445
	FASTENAL CO	Equity securities	N/A	N/A	106,100	2,583,607	7,629,651
	FERGUSON ENTERPRISES INC	Equity securities	N/A	N/A	27,000	5,721,885	4,686,390
	FORTINET INC	Equity securities	N/A	N/A	64,400	2,162,187	6,084,512
	GE VERNOVA INC	Equity securities	N/A	N/A	4,438	1,070,734	1,459,791
	GENTEX CORP	Equity securities	N/A	N/A	59,687	1,943,312	1,714,808
	GRACO INC	Equity securities	N/A	N/A	22,776	1,673,032	1,919,789
	HB FULLER CO	Equity securities	N/A	N/A	27,576	1,986,369	1,860,828
	HOU LIHAN LOKEY INC	Equity securities	N/A	N/A	9,881	1,068,350	1,715,934
	HOYA CORP	Equity securities	N/A	N/A	19,400	1,928,566	2,445,985
	INDUSTRIA DE DISENO TEXTIL SA	Equity securities	N/A	N/A	131,800	3,930,887	6,774,813
	INTUITIVE SURGICAL INC	Equity securities	N/A	N/A	13,561	600,954	7,078,300
	JACK HENRY & ASSOCIATES INC	Equity securities	N/A	N/A	11,427	1,736,495	2,003,153
	JBT MAREL CORP	Equity securities	N/A	N/A	9,443	993,014	1,200,205
	JPMORGAN CHASE & CC	Equity securities	N/A	N/A	4,156	-	996,235
	KADANT INC	Equity securities	N/A	N/A	5,421	1,220,504	1,870,191
	KEYENCE CORP	Equity securities	N/A	N/A	15,260	1,340,412	6,250,802
	KEYENCE CORP	Equity securities	N/A	N/A	8,100	2,884,482	3,331,019
	LAMAR ADVERTISING CC	Equity securities	N/A	N/A	13,632	1,368,568	1,659,560

UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	LANDSTAR SYSTEM INC	Equity securities	N/A	N/A	10,191	\$ 1,827,913	\$ 1,751,425
	LENNOX INTERNATIONAL INC	Equity securities	N/A	N/A	3,617	1,369,924	2,203,838
	LINDE PLC	Equity securities	N/A	N/A	16,400	1,792,972	6,866,188
	LINDE PLC	Equity securities	N/A	N/A	7,627	2,614,955	3,193,196
	LONDON STOCK EXCHANGE GROUP PL	Equity securities	N/A	N/A	42,658	3,879,935	6,028,998
	LOENZA GROUP AG	Equity securities	N/A	N/A	4,860	2,932,914	2,873,366
	LOENZA GROUP AG	Equity securities	N/A	N/A	8,909	4,222,869	5,267,247
	L'OREAL SA	Equity securities	N/A	N/A	11,300	1,540,973	4,000,038
	LPL FINANCIAL HOLDINGS INC	Equity securities	N/A	N/A	7,771	1,860,701	2,537,309
	LVMH MOET HENNESSY LOUIS VUITT	Equity securities	N/A	N/A	8,600	1,541,368	5,659,318
	MARVELL TECHNOLOGY INC	Equity securities	N/A	N/A	17,551	2,027,608	1,938,508
	MASTERCARD INC	Equity securities	N/A	N/A	17,700	848,892	9,320,289
	MEITUAN	Equity securities	N/A	N/A	83,600	1,716,498	1,632,621
	METTLER-TOLEDO INTERNATIONAL	Equity securities	N/A	N/A	2,220	2,621,189	2,716,570
	MICROSOFT CORP	Equity securities	N/A	N/A	27,500	761,778	11,591,250
	MONDAY.COM LTD	Equity securities	N/A	N/A	6	1,023	1,413
	MOODY'S CORP	Equity securities	N/A	N/A	6,900	2,589,318	3,266,253
	NATIONAL BEVERAGE CORP	Equity securities	N/A	N/A	30,349	1,426,500	1,294,992
	NETFLIX INC	Equity securities	N/A	N/A	9,474	3,165,133	8,444,366
	NIKE INC	Equity securities	N/A	N/A	59,200	2,520,872	4,479,664
	NIKE INC	Equity securities	N/A	N/A	15,377	1,341,431	1,163,578
	NOVO NORDISK A/S	Equity securities	N/A	N/A	85,400	1,486,427	7,402,061
	NOVO NORDISK A/S	Equity securities	N/A	N/A	38,381	2,109,624	3,326,680
	NU HOLDINGS LTD/CAYMAN ISLANDS	Equity securities	N/A	N/A	123,073	773,155	1,275,036
	OLD DOMINION FREIGHT LINE INC	Equity securities	N/A	N/A	23,540	3,868,619	4,152,456
	ON SEMICONDUCTOR CORP	Equity securities	N/A	N/A	31,429	2,065,370	1,981,598
	ORACLE CORP	Equity securities	N/A	N/A	27,807	4,500,543	4,633,758
	O'REILLY AUTOMOTIVE INC	Equity securities	N/A	N/A	5,070	4,695,781	6,012,006
	PAYCHEX INC	Equity securities	N/A	N/A	37,000	4,192,832	5,188,140
	PAYPAL HOLDINGS INC	Equity securities	N/A	N/A	17,527	1,520,276	1,495,929
	QUANTA SERVICES INC	Equity securities	N/A	N/A	10,376	1,886,348	3,279,335
	RBC BEARINGS INC	Equity securities	N/A	N/A	8,007	1,891,135	2,395,214
	RELX PLC	Equity securities	N/A	N/A	62,763	2,824,236	2,852,553
	RESMED INC	Equity securities	N/A	N/A	25,800	5,200,368	5,900,202
	ROBINHOOD MARKETS INC	Equity securities	N/A	N/A	13,488	314,078	502,563
	ROCHE HOLDING AG	Equity securities	N/A	N/A	14,100	3,649,751	3,975,228
	S&P GLOBAL INC	Equity securities	N/A	N/A	5,217	1,710,220	2,598,223
	SAGE GROUP PLC/THE	Equity securities	N/A	N/A	77,225	1,290,047	1,231,202
	SCOTTS MIRACLE-GRO CO/THE	Equity securities	N/A	N/A	16,127	845,761	1,069,865
	SEA LTD	Equity securities	N/A	N/A	19,777	1,607,115	2,098,340
	SENTINELONE INC	Equity securities	N/A	N/A	4,364	1,011,442	96,881
	SHIN-ETSU CHEMICAL CO LTD	Equity securities	N/A	N/A	145,600	1,920,829	4,906,449
	SHOPIFY INC	Equity securities	N/A	N/A	37,163	2,352,428	3,951,542
	SITE CENTERS CORP	Equity securities	N/A	N/A	1	43	15
	SMC CORP	Equity securities	N/A	N/A	7,000	2,192,031	2,769,534
	SPOTIFY TECHNOLOGY SA	Equity securities	N/A	N/A	8,526	3,108,099	3,814,362
	STRYKER CORP	Equity securities	N/A	N/A	19,400	1,568,964	6,984,970
	TAIWAN SEMICONDUCTOR MANUFACT	Equity securities	N/A	N/A	61,211	1,033,242	12,088,560
	TAIWAN SEMICONDUCTOR MANUFACT	Equity securities	N/A	N/A	37,867	4,148,592	7,478,354
	TECHTRONIC INDUSTRIES CO LTD	Equity securities	N/A	N/A	344,000	2,700,336	4,539,164
	TENCENT HOLDINGS LTD	Equity securities	N/A	N/A	99,300	4,730,824	5,330,634
	TERADYNE INC	Equity securities	N/A	N/A	13,947	1,420,893	1,756,206
	TEXAS INSTRUMENTS INC	Equity securities	N/A	N/A	24,700	2,782,832	4,631,497
	THOR INDUSTRIES INC	Equity securities	N/A	N/A	14,032	1,349,177	1,343,003
	TJX COS INC/THE	Equity securities	N/A	N/A	67,500	1,458,160	8,154,675
	TORO CO/THE	Equity securities	N/A	N/A	27,811	2,350,192	2,227,661
	TRANSUNION	Equity securities	N/A	N/A	29,040	2,121,082	2,692,298
	UCB SA	Equity securities	N/A	N/A	6,340	1,216,274	1,261,806
	UNILEVER PLC	Equity securities	N/A	N/A	45,580	2,805,881	2,596,198
	VERINT SYSTEMS INC	Equity securities	N/A	N/A	90	2,745	2,471
	VERTEX PHARMACEUTICALS INC	Equity securities	N/A	N/A	5,503	1,942,912	2,216,058
	VISA INC	Equity securities	N/A	N/A	11,400	3,213,635	3,602,856
	W R BERKLEY CORP	Equity securities	N/A	N/A	35,308	1,513,390	2,066,224
	WATERS CORP	Equity securities	N/A	N/A	8,295	1,708,093	3,077,279
	WD-40 CO	Equity securities	N/A	N/A	7,007	1,427,855	1,700,459
	WEST PHARMACEUTICAL SERVICES	Equity securities	N/A	N/A	17,840	4,946,145	5,843,670
	WEST PHARMACEUTICAL SERVICES	Equity securities	N/A	N/A	11,146	3,831,528	3,650,984
	XYLEM INC/NY	Equity securities	N/A	N/A	20,588	2,428,503	2,388,620
	ZEBRA TECHNOLOGIES CORP	Equity securities	N/A	N/A	6,195	1,496,446	2,392,633
	ZURN ELKAY WATER SOLUTIONS COF	Equity securities	N/A	N/A	44,064	1,254,039	1,643,586
	Total - Equity securities					286,133,741	491,166,910
U.S. Government and Agency Securities							
	COMMIT TO PUR FNMA SF MTG	U.S. Government and Agency Securities	2/1/2055	2.00%	600,000	472,031	466,554
	COMMIT TO PUR FNMA SF MTG	U.S. Government and Agency Securities	2/1/2055	2.50%	5,300,000	4,365,047	4,313,723
	COMMIT TO PUR FNMA SF MTG	U.S. Government and Agency Securities	2/1/2055	3.50%	6,000,000	5,278,594	5,303,520
	COMMIT TO PUR FNMA SF MTG	U.S. Government and Agency Securities	2/1/2055	4.00%	9,100,000	8,270,691	8,316,490
	COMMIT TO PUR FNMA SF MTG	U.S. Government and Agency Securities	3/1/2055	4.50%	5,600,000	5,259,625	5,260,920
	COMMIT TO PUR FNMA SF MTG	U.S. Government and Agency Securities	1/1/2055	5.00%	6,800,000	6,588,203	6,560,504
	FEDERAL HOME LN BK CONS BD	U.S. Government and Agency Securities	8/13/2026	1.05%	2,000,000	2,000,000	1,899,100
	FHLMC POOL #QE-7028	U.S. Government and Agency Securities	8/1/2052	4.50%	442,944	399,799	417,224
	FHLMC POOL #RA-7473	U.S. Government and Agency Securities	7/1/2052	4.50%	300,870	269,490	283,040
	FHLMC MULTICLASS MTG 3947 SG	U.S. Government and Agency Securities	10/15/2041	VARIABLE RATE	30,315	7,320	2,596
	FHLMC MULTICLASS MTG 5092 XA	U.S. Government and Agency Securities	1/15/2041	1.00%	259,894	260,016	217,703
	FHLMC MULTICLASS MTG 5115 CD	U.S. Government and Agency Securities	8/15/2044	1.00%	371,876	352,249	311,007
	FHLMC MULTICLASS MTG 5426 CF	U.S. Government and Agency Securities	12/15/2050	VARIABLE RATE	613,244	611,711	612,055
	FHLMC MULTICLASS MTG 5439 FK	U.S. Government and Agency Securities	8/25/2054	VARIABLE RATE	1,261,617	1,261,223	1,261,971
	FHLMC MULTICLASS MTG 5440 KF	U.S. Government and Agency Securities	7/25/2054	VARIABLE RATE	328,038	328,038	328,084
	FHLMC MULTICLASS MTG 5452 CF	U.S. Government and Agency Securities	9/25/2054	VARIABLE RATE	456,306	456,306	455,795
	FHLMC MULTICLASS MTG 5479 FA	U.S. Government and Agency Securities	12/25/2054	VARIABLE RATE	1,067,530	1,067,029	1,071,693
	FHLMC MULTICLASS MTG 5481 FJ	U.S. Government and Agency Securities	12/25/2054	VARIABLE RATE	1,493,314	1,493,781	1,496,316
	FHLMC MULTICLASS MTG 5481 GF	U.S. Government and Agency Securities	12/25/2054	VARIABLE RATE	1,182,270	1,182,270	1,184,044
	FNMA POOL #OAE8416	U.S. Government and Agency Securities	11/1/2025	3.50%	1,596	1,675	1,586



UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	FNMA POOL #0AS0407	U.S. Government and Agency Securities	9/1/2043	3.00%	237,085	\$ 231,306	\$ 208,919
	FNMA POOL #0AS2329	U.S. Government and Agency Securities	5/1/2044	4.00%	43,878	46,822	41,030
	FNMA POOL #0AI4290	U.S. Government and Agency Securities	9/1/2043	4.00%	81,398	86,861	76,369
	FNMA POOL #0AV9064	U.S. Government and Agency Securities	3/1/2044	4.00%	285,636	304,805	265,790
	FNMA POOL #0AX2840	U.S. Government and Agency Securities	10/1/2029	3.50%	15,059	15,867	14,637
	FNMA POOL #0AX7198	U.S. Government and Agency Securities	12/1/2044	4.00%	58,581	62,512	54,403
	FNMA POOL #0AZ4549	U.S. Government and Agency Securities	7/1/2045	4.00%	6,265	6,686	5,799
	FNMA POOL #0AZ5455	U.S. Government and Agency Securities	8/1/2045	4.00%	12,900	13,766	11,973
	FNMA POOL #0AZ6901	U.S. Government and Agency Securities	11/1/2045	4.00%	23,345	24,912	21,670
	FNMA POOL #0AZ8293	U.S. Government and Agency Securities	8/1/2045	4.00%	72,511	77,377	67,430
	FNMA POOL #0BA7581	U.S. Government and Agency Securities	2/1/2046	4.00%	5,465	5,832	5,128
	FNMA POOL #0BN0874	U.S. Government and Agency Securities	11/1/2048	4.00%	60,222	62,163	55,802
	FNMA POOL #0CB0613	U.S. Government and Agency Securities	5/1/2051	3.00%	2,456,799	1,963,520	2,089,852
	FNMA POOL #0FS0927	U.S. Government and Agency Securities	5/1/2051	3.00%	6,211,035	4,963,976	5,271,429
	FNMA POOL #0FS7061	U.S. Government and Agency Securities	4/1/2052	3.00%	1,038,862	896,465	881,921
	FNMA POOL #0MA5106	U.S. Government and Agency Securities	7/1/2053	5.00%	3,750,989	3,603,587	3,621,355
	FNMA POOL #0MA5167	U.S. Government and Agency Securities	8/1/2053	6.50%	1,064,118	1,084,153	1,087,933
	FNMA POOL #0MA5605	U.S. Government and Agency Securities	12/1/2054	3.50%	1,350,000	1,235,672	1,194,156
	FNMA GTD REMIC P/T 24-103 FJ	U.S. Government and Agency Securities	1/25/2055	VARIABLE RATE	800,000	799,500	801,125
	FNMA GTD REMIC P/T 24-104 FA	U.S. Government and Agency Securities	1/25/2055	VARIABLE RATE	800,000	799,500	794,844
	FNMA GTD REMIC P/T 24-49 AF	U.S. Government and Agency Securities	7/25/2054	VARIABLE RATE	566,206	565,852	566,348
	FNMA GTD REMIC P/T 24-60 FG	U.S. Government and Agency Securities	9/25/2054	VARIABLE RATE	1,165,046	1,165,046	1,163,566
	GNMA POOL #0AC1750	U.S. Government and Agency Securities	7/15/2043	3.00%	10,594	10,248	9,425
	GNMA POOL #0AI6892	U.S. Government and Agency Securities	7/15/2045	3.00%	284,182	284,670	248,588
	GNMA POOL #0AJ9501	U.S. Government and Agency Securities	10/15/2044	3.00%	46,643	46,723	40,802
	GNMA POOL #0AK6853	U.S. Government and Agency Securities	1/15/2045	3.00%	168,158	168,447	148,888
	GNMA POOL #0AN7590	U.S. Government and Agency Securities	7/15/2045	3.00%	494,917	495,768	432,944
	GNMA POOL #0AN8937	U.S. Government and Agency Securities	7/15/2045	3.00%	8,995	9,120	7,868
	GNMA GTD REMIC P/T 15-123 FP	U.S. Government and Agency Securities	9/20/2045	VARIABLE RATE	118,422	113,833	115,417
	GNMA GTD REMIC P/T 17-18 GF	U.S. Government and Agency Securities	2/20/2047	VARIABLE RATE	405,086	384,831	394,201
	GNMA GTD REMIC P/T 23-21 FD	U.S. Government and Agency Securities	2/20/2053	VARIABLE RATE	1,287,917	1,287,716	1,270,234
	GNMA GTD REMIC P/T 23-56 FB	U.S. Government and Agency Securities	4/20/2053	VARIABLE RATE	1,447,826	1,447,826	1,442,592
	GNMA GTD REMIC P/T 23-66 FG	U.S. Government and Agency Securities	5/20/2053	VARIABLE RATE	1,754,725	1,750,886	1,748,566
	GNMA GTD REMIC P/T 23-H20 FA	U.S. Government and Agency Securities	7/20/2073	VARIABLE RATE	592,547	590,167	598,028
	GNMA II POOL #0MA6599	U.S. Government and Agency Securities	4/20/2050	3.00%	518,423	480,675	451,412
	GNMA II POOL #0MA7418	U.S. Government and Agency Securities	6/20/2051	2.50%	344,337	307,213	287,841
	GNMA II POOL #0MA7472	U.S. Government and Agency Securities	7/20/2051	2.50%	714,964	637,659	597,174
	GNMA II POOL #0MA7650	U.S. Government and Agency Securities	10/20/2051	3.00%	71,673	66,084	62,182
	GNMA II POOL #0MA8149	U.S. Government and Agency Securities	7/20/2052	3.50%	1,939,532	1,752,927	1,733,398
	GNMA II POOL #0MA9847	U.S. Government and Agency Securities	8/20/2054	3.50%	194,338	175,641	173,882
	SBA GTD PARTN CITS 2010-20H 1	U.S. Government and Agency Securities	8/1/2030	3.52%	47,311	51,011	45,782
	SBA GTD PARTN CITS 2013-20B 1	U.S. Government and Agency Securities	2/1/2033	2.21%	110,308	111,819	101,305
	U S TREASURY BOND	U.S. Government and Agency Securities	2/15/2049	3.00%	410,000	479,867	298,738
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2049	2.88%	500,000	409,453	354,980
	U S TREASURY BOND	U.S. Government and Agency Securities	2/15/2050	2.00%	300,000	327,940	174,504
	U S TREASURY BOND	U.S. Government and Agency Securities	8/15/2040	1.13%	6,000,000	5,357,310	3,581,940
	U S TREASURY BOND	U.S. Government and Agency Securities	11/15/2040	1.38%	4,100,000	3,871,129	2,540,729
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2051	2.38%	3,500,000	3,084,682	2,204,720
	U S TREASURY BOND	U.S. Government and Agency Securities	8/15/2051	2.00%	150,000	147,092	85,869
	U S TREASURY BOND	U.S. Government and Agency Securities	11/15/2041	2.00%	2,100,000	2,127,563	1,411,683
	U S TREASURY BOND	U.S. Government and Agency Securities	2/15/2052	2.25%	2,300,000	1,606,883	1,396,882
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2042	3.25%	500,000	502,531	407,150
	U S TREASURY BOND	U.S. Government and Agency Securities	11/15/2052	4.00%	3,100,000	2,786,973	2,704,874
	U S TREASURY BOND	U.S. Government and Agency Securities	11/15/2042	4.00%	1,700,000	1,745,031	1,531,258
	U S TREASURY BOND	U.S. Government and Agency Securities	5/15/2043	3.88%	100,000	90,141	88,106
	U S TREASURY BOND	U.S. Government and Agency Securities	8/15/2043	4.38%	1,200,000	1,119,159	1,130,292
	U S TREASURY BOND	U.S. Government and Agency Securities	8/15/2044	3.13%	97,000	97,000	75,418
	U S TREASURY NOTE	U.S. Government and Agency Securities	8/15/2033	3.88%	5,400,000	5,422,021	5,139,936
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2026	2.00%	750,655	844,156	750,670
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2027	2.38%	726,267	847,258	733,115
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2027	0.38%	1,956,554	1,959,846	1,897,646
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2028	0.50%	2,606,708	2,668,643	2,491,726
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2029	0.88%	2,972,738	3,169,581	2,838,103
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2029	0.25%	2,284,153	2,394,523	2,115,422
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2026	0.63%	3,047,441	3,179,370	3,005,356
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2026	0.13%	1,893,645	1,943,843	1,849,220
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2027	0.38%	2,967,584	3,053,559	2,877,162
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2025	0.38%	1,977,955	2,020,578	1,965,929
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2028	0.75%	2,652,068	2,753,955	2,547,099
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2030	0.13%	1,560,566	1,695,981	1,417,322
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2030	0.13%	1,405,962	1,534,245	1,267,264
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2031	0.13%	2,467,580	2,682,526	2,190,101
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2031	0.13%	2,767,642	2,954,237	2,436,411
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2032	0.13%	2,408,372	2,455,123	2,087,817
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2032	0.63%	2,480,251	2,482,541	2,216,898
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2033	1.13%	3,663,314	3,517,776	3,369,846
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	4/15/2028	1.25%	958,691	931,702	933,995
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2033	1.38%	1,821,945	1,768,818	1,704,667
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	10/15/2028	2.38%	1,608,689	1,610,518	1,633,543
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2034	1.75%	3,382,543	3,338,583	3,243,520
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	10/15/2029	1.63%	1,715,421	1,705,559	1,686,619
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2025	0.38%	1,597,272	1,557,204	1,587,561
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2032	0.63%	651,840	586,024	582,628
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2033	1.13%	529,840	491,977	487,395
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2033	1.38%	1,766,861	1,690,890	1,653,127
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	1/15/2034	1.75%	1,745,696	1,731,407	1,673,947
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	2/15/2041	2.13%	375,512	378,512	363,289
	US TREAS-CPI INFLAT	U.S. Government and Agency Securities	7/15/2043	0.63%	152,565	152,565	111,756
Total - U.S. Government and Agency Securities:						155,385,817	144,822,166

UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	Corporate debt instruments						
	*1211 AVENUE OF 1211 A1A1 144A	Corporate debt instrument:	8/10/2035	3.90%	100,000	\$ 110,891	\$ 98,618
	*BAMILL COMMERCIAL M JACX A 144A	Corporate debt instrument:	9/15/2038	VARIABLE RATE	300,000	300,000	285,750
	*BROADCOM/AVAGO 8/23 TLA	Corporate debt instrument:	8/14/2026	0	99,958	99,708	99,458
	*BWAY 2021-1450 MOR 1450 A 144A	Corporate debt instrument:	9/15/2036	VARIABLE RATE	600,000	600,000	568,194
	*CSMC 2018-RPL9 TRU RPL9 A 144A	Corporate debt instrument:	9/25/2057	VARIABLE RATE	159,318	173,277	152,023
	*EXTENDED STAY AMERISH A 144A	Corporate debt instrument:	7/15/2038	VARIABLE RATE	440,395	440,395	440,673
	*LEHMAN BRTH HLD (RICI) ESCROW	Corporate debt instrument:	11/30/2056	0	290,000	279,783	-
	*LFT CRE 2021-FL1 LT FL1 A 144A	Corporate debt instrument:	6/15/2039	VARIABLE RATE	174,911	174,911	174,636
	*NEW RESIDENTIAL M RPL1 A1 144A	Corporate debt instrument:	12/25/2057	VARIABLE RATE	152,337	163,298	146,178
	*OAK HILL EUROPEAN C 7A AR 144A	Corporate debt instrument:	10/20/2031	VARIABLE RATE	292,266	343,719	302,509
	*PALMER SQUARE LOAN 3A A1 144A	Corporate debt instrument:	7/20/2029	VARIABLE RATE	53,681	53,681	53,723
	*SFO COMMERCIAL MORT 555 A 144A	Corporate debt instrument:	5/15/2038	VARIABLE RATE	400,000	400,000	390,000
	*VERTICAL BRIDGE HOLD 2A A 144A	Corporate debt instrument:	9/15/2050	0.02636	400,000	400,000	392,544
	AIR CANADA 144A	Corporate debt instrument:	8/15/2026	0.03875	100,000	100,000	97,161
	AMERICAN AIRLINES INC/AAD 144A	Corporate debt instrument:	4/20/2026	5.50%	100,000	106,250	99,781
	AMERICAN EXPRESS CREDIT AC 3 A	Corporate debt instrument:	9/15/2028	0.0523	1,400,000	1,399,937	1,417,822
	ARES FINANCE CO II LLC 144A	Corporate debt instrument:	6/15/2030	3.25%	300,000	299,313	271,353
	AVIATION CAPITAL GROUP LL 144A	Corporate debt instrument:	8/1/2025	0.04125	600,000	590,640	596,502
	AVOLON HOLDINGS FUNDING L 144A	Corporate debt instrument:	2/15/2025	2.88%	200,000	199,762	199,344
	BACARDI LTD 144A	Corporate debt instrument:	5/15/2025	0.0445	400,000	399,156	399,284
	BANK 2019-BNK20 BN20 ASB	Corporate debt instrument:	9/15/2062	2.93%	855,548	881,175	815,671
	BARCLAYS PLC	Corporate debt instrument:	1/12/2026	4.38%	300,000	317,631	298,605
	BARCLAYS PLC	Corporate debt instrument:	11/24/2032	VARIABLE RATE	200,000	161,530	168,926
	BARCLAYS PLC	Corporate debt instrument:	9/13/2034	VARIABLE RATE	200,000	200,000	211,788
	BENCHMARK 2019-B14 MOR B14 ASB	Corporate debt instrument:	12/15/2062	2.96%	884,668	911,208	848,600
	BOEING CO/THE	Corporate debt instrument:	5/1/2040	5.71%	400,000	400,000	380,900
	BRITISH TELECOMMUNICATION 144A	Corporate debt instrument:	11/8/2029	3.25%	300,000	297,444	275,880
	BROADCOM CORP / BROADCOM CAYM	Corporate debt instrument:	11/15/2027	3.88%	500,000	498,015	492,230
	BROADCOM INC	Corporate debt instrument:	9/15/2028	4.11%	163,000	158,432	159,274
	BROADCOM INC 144A	Corporate debt instrument:	11/15/2035	3.14%	47,000	45,683	38,391
	BROOKFIELD CAPITAL FINANCE LLC	Corporate debt instrument:	6/14/2033	6.09%	900,000	900,000	931,824
	CAPITAL ONE FINANCIAL CORP	Corporate debt instrument:	2/1/2029	VARIABLE RATE	400,000	400,000	402,748
	CAPITAL ONE FINANCIAL CORP	Corporate debt instrument:	10/30/2031	VARIABLE RATE	300,000	300,000	331,299
	CHOICE HOTELS INTERNATIONAL IN	Corporate debt instrument:	12/1/2029	3.70%	200,000	198,808	185,598
	CLEVELAND ELECTRIC ILLUMI 144A	Corporate debt instrument:	11/15/2030	4.55%	200,000	235,890	192,678
	CVS HEALTH CORP	Corporate debt instrument:	6/1/2029	5.40%	500,000	499,515	500,230
	DEUTSCHE BANK AG/NEW YORK NY	Corporate debt instrument:	11/24/2026	VARIABLE RATE	300,000	300,000	292,404
	DIGITAL REALTY TRUST LP	Corporate debt instrument:	7/15/2028	0.0445	300,000	299,556	294,633
	ENERGY TRANSFER LP	Corporate debt instrument:	5/15/2030	3.75%	200,000	199,686	186,614
	ENERGY CORP	Corporate debt instrument:	9/1/2026	2.95%	650,000	646,735	630,747
	FLEX LTD	Corporate debt instrument:	6/15/2025	4.75%	400,000	433,952	399,276
	GLOBAL PAYMENTS INC	Corporate debt instrument:	8/15/2029	0.032	200,000	177,864	183,294
	GOLDMAN SACHS GROUP INC/THE	Corporate debt instrument:	12/31/2049	VARIABLE RATE	400,000	400,000	386,228
	GSCC TRUST 2019-60 600C A 144A	Corporate debt instrument:	9/6/2034	0.02936	600,000	618,000	450,000
	HOST HOTELS & RESORTS LF	Corporate debt instrument:	12/15/2029	3.38%	200,000	198,436	182,806
	ING GROEP NV	Corporate debt instrument:	4/1/2027	VARIABLE RATE	400,000	400,000	401,880
	ING GROEP NV 144A	Corporate debt instrument:	7/1/2026	VARIABLE RATE	500,000	499,665	491,180
	INTEL CORP	Corporate debt instrument:	2/21/2034	5.15%	200,000	198,800	191,930
	LEHMAN BRTH HLD (RICI) ESCROW	Corporate debt instrument:	12/28/2017	0.00%	470,000	469,652	-
	LEHMAN BRTH HLD (RICI) ESCROW	Corporate debt instrument:	7/19/2017	0.00%	60,000	55,508	-
	LLOYDS BANKING GROUP PLC	Corporate debt instrument:	1/5/2035	VARIABLE RATE	600,000	600,000	597,660
	LLOYDS BANKING GROUP PLC REGS	Corporate debt instrument:	12/31/2049	VARIABLE RATE	500,000	720,522	642,638
	MARVELL TECHNOLOGY INC	Corporate debt instrument:	4/15/2026	0.0165	500,000	499,000	479,785
	MINIBUSHI UFJ FINANCIAL GROUP	Corporate debt instrument:	7/20/2027	VARIABLE RATE	500,000	500,000	475,520
	NISSAN MOTOR ACCEPTANCE C 144A	Corporate debt instrument:	9/16/2026	1.85%	600,000	599,856	563,940
	NOMURA HOLDINGS INC	Corporate debt instrument:	7/16/2025	1.85%	200,000	200,000	196,686
	NOMURA HOLDINGS INC	Corporate debt instrument:	7/16/2030	0.02679	300,000	300,000	261,036
	ONEOK INC	Corporate debt instrument:	7/15/2028	4.55%	100,000	106,316	98,571
	ORACLE CORP	Corporate debt instrument:	3/25/2026	1.65%	700,000	699,664	674,940
	PERUSAHAAN PERSEROAN PERS 144A	Corporate debt instrument:	6/30/2030	3.00%	200,000	198,292	176,732
	PLAINS ALL AMERICAN PIPELINE L	Corporate debt instrument:	10/15/2025	0.0465	500,000	505,610	499,265
	PROTECTIVE LIFE GLOBAL FU 144A	Corporate debt instrument:	7/15/2025	1.17%	400,000	400,000	392,652
	ROGERS COMMUNICATIONS INC	Corporate debt instrument:	3/31/2027	3.65%	700,000	602,050	486,599
	ROYAL BANK OF CANADA	Corporate debt instrument:	11/24/2081	0.0365	300,000	165,974	187,256
	SANTANDER UK GROUP HOLDINGS PL	Corporate debt instrument:	1/10/2029	VARIABLE RATE	400,000	400,000	412,300
	SOCIETE GENERALE SA 144A	Corporate debt instrument:	1/21/2033	VARIABLE RATE	300,000	221,751	253,638
	SOUTHERN CO/THE	Corporate debt instrument:	3/15/2034	5.70%	200,000	199,402	204,336
	SYNCHRONY BANK	Corporate debt instrument:	8/23/2027	5.63%	400,000	400,000	402,704
	TELUS CORP	Corporate debt instrument:	10/7/2030	2.05%	700,000	535,690	437,404
	THORNBURG MORTGAGE SECURIT 3 A	Corporate debt instrument:	9/25/2034	VARIABLE RATE	103,647	94,707	95,267
	T-MOBILE USA INC	Corporate debt instrument:	2/15/2028	2.05%	500,000	498,935	459,085
	VERIZON COMMUNICATIONS INC	Corporate debt instrument:	5/16/2030	2.50%	800,000	645,034	518,412
	VNED O2 UK FINANCING I PL 144A	Corporate debt instrument:	7/15/2031	4.75%	300,000	300,000	257,904
	WELLS FARGO & CO	Corporate debt instrument:	5/1/2026	VARIABLE RATE	300,000	245,409	207,893
	WESTINGHOUSE AIR BRAKE TECHNOI	Corporate debt instrument:	9/15/2028	VARIABLE RATE	200,000	221,650	198,060
	522 FUNDING CLO 201 3A AR 144A	Corporate debt instrument:	10/20/2031	VARIABLE RATE	265,672	265,672	265,990
	ACAS CLO 2015-1 LT 1A AS 144A	Corporate debt instrument:	10/18/2028	VARIABLE RATE	34,374	34,374	34,402
	BANK 2020-BNK27 BN27 AS	Corporate debt instrument:	4/15/2063	2.14%	300,000	246,468	253,485
	BANKS 2024-SYR7 SYR7 A2	Corporate debt instrument:	6/15/2057	5.79%	700,000	706,998	715,197
	BCP TRUST 2021-330 330N A 144A	Corporate debt instrument:	6/15/2038	VARIABLE RATE	400,000	397,040	371,276
	BLUEMOUNTAIN FUJI EU 5A A 144A	Corporate debt instrument:	1/15/2033	VARIABLE RATE	399,881	467,061	413,954
	BMO 2024-SC8 MORTGAGE T SC8 A2	Corporate debt instrument:	12/15/2057	5.15%	700,000	706,997	699,398
	BMO 2024-SC8 MORTGAGE T SC8 A3	Corporate debt instrument:	12/15/2057	VARIABLE RATE	100,000	103,000	101,829
	BNP PARIBAS SA 144A	Corporate debt instrument:	9/15/2029	VARIABLE RATE	200,000	200,000	179,118
	BPCE SA 144A	Corporate debt instrument:	1/20/2026	1.00%	400,000	398,156	384,564
	CARLYLE GLOBAL MA 1A A1RR 144A	Corporate debt instrument:	8/14/2030	VARIABLE RATE	45,912	45,912	45,974
	COOPERATIVE RABOBANK UA 144A	Corporate debt instrument:	8/22/2028	VARIABLE RATE	500,000	500,000	494,895
	CRESTLINE DENAU C 1A AR2 144A	Corporate debt instrument:	10/23/2031	VARIABLE RATE	232,159	232,159	232,624
	CRESTLINE DENAU CL 1A AR 144A	Corporate debt instrument:	4/20/2030	VARIABLE RATE	45,569	45,569	45,586
	ECMC GROUP STUDENT L 2A A 144A	Corporate debt instrument:	9/25/2068	VARIABLE RATE	663,526	638,792	655,073
	ECMC GROUP STUDENT L 2A A 144A	Corporate debt instrument:	11/25/2069	VARIABLE RATE	339,961	339,961	341,692
	GALLATIN CLO VIII 1A A1R 144A	Corporate debt instrument:	7/15/2031	VARIABLE RATE	613,816	613,325	615,063
	GOLDMAN SACHS GROUP INC/THE	Corporate debt instrument:	3/15/2028	VARIABLE RATE	800,000	800,000	778,088
	GREENSAIF PIPELINES BIDCO 144A	Corporate debt instrument:	2/23/2038	6.13%	200,000	200,000	200,400

UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	HACKENSACK MERIDIAN HEALTH INC	Corporate debt instrument:	9/1/2041	2.68%	300,000	\$ 300,000	\$ 207,798
	H5BC HOLDINGS PLC	Corporate debt instrument:	5/24/2032	VARIABLE RATE	400,000	332,900	339,948
	H5BC HOLDINGS PLC	Corporate debt instrument:	8/11/2028	VARIABLE RATE	400,000	400,000	401,608
	H5BC HOLDINGS PLC	Corporate debt instrument:	3/9/2029	VARIABLE RATE	1,000,000	1,000,000	1,027,090
	JPMORGAN CHASE & CO	Corporate debt instrument:	7/25/2028	VARIABLE RATE	500,000	500,000	499,960
	LCM LOAN INCOME FUND 1A A 144A	Corporate debt instrument:	4/20/2031	VARIABLE RATE	248,960	247,697	249,108
	MFA 2020-NQM2 TRU NQM2 A1 144A	Corporate debt instrument:	4/25/2045	VARIABLE RATE	63,492	63,492	60,865
	MID-ATLANTIC INTERSTATE T 144A	Corporate debt instrument:	5/15/2028	4.10%	100,000	112,295	97,057
	MITSUBISHI UFJ FINANCIAL GROUP	Corporate debt instrument:	7/17/2025	1.41%	1,000,000	1,000,000	982,390
	MIZUHO FINANCIAL GROUP INC	Corporate debt instrument:	7/6/2029	VARIABLE RATE	800,000	800,000	818,288
	MORGAN STANLEY	Corporate debt instrument:	4/13/2028	VARIABLE RATE	500,000	500,000	503,475
	MORGAN STANLEY	Corporate debt instrument:	4/13/2028	VARIABLE RATE	100,000	100,000	101,699
	MORGAN STANLEY	Corporate debt instrument:	4/18/2030	VARIABLE RATE	100,000	100,000	101,786
	MORGAN STANLEY CAPITAL H3 ASI	Corporate debt instrument:	7/15/2051	4.12%	272,702	280,873	269,236
	MORGAN STANLEY CAPITAL L3 ASI	Corporate debt instrument:	11/15/2052	3.07%	588,387	606,005	564,658
	NATWEST GROUP PLC	Corporate debt instrument:	5/8/2030	VARIABLE RATE	300,000	257,124	289,326
	NELNET STUDENT LOAN 3A A 144A	Corporate debt instrument:	2/25/2046	VARIABLE RATE	293,829	293,829	292,730
	NEW RESIDENTIAL M RPL1 A1 144A	Corporate debt instrument:	11/25/2059	VARIABLE RATE	73,994	75,183	70,358
	NEW RESIDENTIAL M RPL3 A1 144A	Corporate debt instrument:	7/25/2059	VARIABLE RATE	103,386	104,255	98,539
	OCF CLO 2014-7 LT 7A A1RR 144A	Corporate debt instrument:	7/20/2032	VARIABLE RATE	36,723	36,631	36,757
	OZLM XXIV LTD 24A A1R 144A	Corporate debt instrument:	7/20/2029	VARIABLE RATE	269,669	269,669	270,209
	PACIFIC LIFE GLOBAL FUNDI 144A	Corporate debt instrument:	6/4/2026	VARIABLE RATE	300,000	300,000	300,891
	PROTECTIVE LIFE GLOBAL FU 144A	Corporate debt instrument:	4/15/2026	1.62%	500,000	500,000	480,400
	SARANAC CLO VI LTD 6A A1R 144A	Corporate debt instrument:	8/13/2031	VARIABLE RATE	277,324	277,324	278,105
	SBA TOWER TRUST 144A	Corporate debt instrument:	7/15/2050	1.88%	400,000	400,000	387,572
	SBA TOWER TRUST 144A	Corporate debt instrument:	7/15/2052	2.33%	600,000	619,200	547,242
	SIGECO SECURITIZATION I LLC	Corporate debt instrument:	11/15/2038	5.03%	645,013	644,983	632,783
	SMB PRIVATE EDUCAT A 2A 144A	Corporate debt instrument:	9/15/2054	1.60%	312,993	307,866	290,182
	SMB PRIVATE EDUCAT B A1A 144A	Corporate debt instrument:	7/15/2053	1.29%	180,090	180,054	167,057
	SOUND POINT CLO I 2A ARRR 144A	Corporate debt instrument:	7/20/2032	VARIABLE RATE	300,000	300,000	300,481
	STANDARD CHARTERED PLC 144A	Corporate debt instrument:	1/12/2028	VARIABLE RATE	500,000	500,000	476,210
	TOWD POINT MORTGA HY3 A1A 144A	Corporate debt instrument:	10/25/2059	VARIABLE RATE	117,735	117,878	120,307
	TOWD POINT MORTGAG HY2 A1 144A	Corporate debt instrument:	5/25/2058	VARIABLE RATE	58,447	58,885	59,776
	TRINITAS EURO CLO I 1A A 144A	Corporate debt instrument:	10/20/2032	VARIABLE RATE	164,758	191,743	170,692
	UBS COMMERCIAL MORTGAG C11 ASE	Corporate debt instrument:	6/15/2051	4.12%	345,541	355,907	341,851
	UBS COMMERCIAL MORTGAG C12 ASE	Corporate debt instrument:	8/15/2051	4.20%	736,974	759,082	731,410
	UBS GROUP AG 144A	Corporate debt instrument:	8/11/2028	VARIABLE RATE	750,000	736,065	775,088
	UBS GROUP AG 144A	Corporate debt instrument:	8/12/2033	VARIABLE RATE	250,000	238,680	265,215
	UBS GROUP AG 144A	Corporate debt instrument:	9/22/2034	VARIABLE RATE	200,000	200,000	209,234
	UBS GROUP AG 144A	Corporate debt instrument:	8/5/2027	VARIABLE RATE	200,000	199,712	199,108
	VENTURE XXVI CLO L 26A AR 144A	Corporate debt instrument:	1/20/2029	VARIABLE RATE	33,298	33,298	33,348
	WELLS FARGO COMMERCIAL NKS4 ASE	Corporate debt instrument:	12/15/2048	3.52%	155,295	166,305	154,484
	WELLS FARGO COMMERCIAL C45 ASE	Corporate debt instrument:	6/15/2051	4.15%	482,290	496,733	476,612
	Total - Corporate debt instruments					49,703,430	47,201,213
Registered Investment Companies							
	OBERWES INTL OPPORT-INST	Registered Investment Companies	N/A	N/A	8,241,145	90,289,923	73,098,959
	PIMCO ALL ASSET FUND-INST	Registered Investment Companies	N/A	N/A	123,886	1,593,644	1,340,446
	PIMCO FDS SHORT TERM FLT NAV PORT I	Registered Investment Companies	N/A	N/A	121,403	1,216,118	1,216,096
	PIMCO FDS PAC INVT MGMT SER SHORT TERM PORTFOLIO INSTL C1	Registered Investment Companies	N/A	N/A	512,216	4,856,984	4,579,211
	PIMCO FDS PAC INVT MGMT SER ASSET BKT SECS PORTFOLIC	Registered Investment Companies	N/A	N/A	1,852,269	23,034,365	21,486,324
	Total - Registered Investment Companies					120,991,034	101,721,036
103-12 investment entities							
	ALL WEATHER PORTFOLIO LLC CL E	103-12 investment entities	N/A	N/A	182,506	291,809,954	379,670,203
	BRANDYWINE GLOBAL MULTI-SECTOR	103-12 investment entities	N/A	N/A	17,490,678	175,331,244	172,285,961
	EMERGING MARKETS EQUITY FUND A	103-12 investment entities	N/A	N/A	1,283,667	78,458,132	98,708,352
	Total - 103-12 investment entities					545,599,330	650,664,516
Partnerships/Joint Venture Interests							
	ADVENT INTERNATIONAL GPE X LP	Partnerships/Joint Venture Interests	N/A	N/A	629,417	453,197	629,417
	ADVENT INTL GPE IX LP	Partnerships/Joint Venture Interests	N/A	N/A	3,184,106	1,913,471	3,184,106
	ADVENT INTL GPE VIII-B LP	Partnerships/Joint Venture Interests	N/A	N/A	6,100,777	3,935,291	6,100,777
	AEW PARTNERS RE FUND VIII LP	Partnerships/Joint Venture Interests	N/A	N/A	3,571,100	2,270,450	3,571,100
	AHL ALPHA CAYMAN LIMITED	Partnerships/Joint Venture Interests	N/A	N/A	117,343,383	90,000,000	117,343,383
	ALCHEMY SPECIAL OPP FD III LP	Partnerships/Joint Venture Interests	N/A	N/A	1,205,618	594,413	1,509,916
	ALPHADYNE INTERNATIONAL (ERISA) FUND LTDC	Partnerships/Joint Venture Interests	N/A	N/A	88,293,941	45,473,738	88,293,941
	AMERICAN SECURITIES PARTNERS VI LP	Partnerships/Joint Venture Interests	N/A	N/A	2,930,069	98,494	2,930,069
	ARBOR LANE CR OPP III LP	Partnerships/Joint Venture Interests	N/A	N/A	22,880,221	22,695,457	22,880,221
	ARBOR LANE CREDIT OPP FD II	Partnerships/Joint Venture Interests	N/A	N/A	13,707,416	13,038,784	13,707,416
	ARISTEA	Partnerships/Joint Venture Interests	N/A	N/A	56,362,117	50,000,000	56,362,117
	ARLINGTON CAPITAL PINS VI LP	Partnerships/Joint Venture Interests	N/A	N/A	2,117,980	1,662,198	2,117,980
	ARMIS INVESTOR HOLDINGS LP	Partnerships/Joint Venture Interests	N/A	N/A	591,686	266,242	591,686
	AZURITE COINV PARTNERS LP	Partnerships/Joint Venture Interests	N/A	N/A	940,253	799,977	940,253
	BACKCAST CREDIT OPP FD II LP	Partnerships/Joint Venture Interests	N/A	N/A	20,792,841	20,813,540	20,792,841
	BARING ASIA RE FUND VI LP	Partnerships/Joint Venture Interests	N/A	N/A	1,187,654	1,187,654	1,187,654
	BAYBERRY CAPITAL PARTNER	Partnerships/Joint Venture Interests	N/A	N/A	43,357,946	33,000,000	43,357,946
	BESSEMER VENT PINS CENTURY II INSTL LP	Partnerships/Joint Venture Interests	N/A	N/A	77,146	92,558	77,146
	BESSEMER VENT PINS XI INSTL LP	Partnerships/Joint Venture Interests	N/A	N/A	642,241	581,388	642,241
	BESSEMER VP XII INSTITUTIONAL LP	Partnerships/Joint Venture Interests	N/A	N/A	510,588	510,346	510,588
	BLACKROCK EUROPEAN HDG FD LTD	Partnerships/Joint Venture Interests	N/A	N/A	57,388,892	35,000,000	57,388,892
	BLACKSTONE ENERGY PARTNER	Partnerships/Joint Venture Interests	N/A	N/A	919,343	1,141	919,343
	BLACKSTONE REP VII LP	Partnerships/Joint Venture Interests	N/A	N/A	1,293,817	4,573,313	1,293,817
	BLK MSCI ACWI EQT INDEX NON-LENDAB	Partnerships/Joint Venture Interests	N/A	N/A	3,253,839	55,792,131	105,306,600
	BLUE MOON SENIOR HOUSING II	Partnerships/Joint Venture Interests	N/A	N/A	18,915,119	18,531,927	18,915,119
	BLUEBAY DIRECT LENDING FD II	Partnerships/Joint Venture Interests	N/A	N/A	23,458,014	20,848,208	23,458,014
	BREVA HOWARD ALPHA STRATEGIE	Partnerships/Joint Venture Interests	N/A	N/A	110,840,028	100,000,000	110,840,028
	BROOKFIELD INFRA FD IV	Partnerships/Joint Venture Interests	N/A	N/A	16,369,746	11,414,101	16,369,746
	BROOKFIELD REAL ESTATE SOLUTIONS	Partnerships/Joint Venture Interests	N/A	N/A	1,908,056	1,664,330	1,908,056
	BROOKFIELD STRATEGIC RE PINS III LP	Partnerships/Joint Venture Interests	N/A	N/A	23,435,293	15,110,004	23,435,293
	CALLODINE ASSET BASED LOAN II LP	Partnerships/Joint Venture Interests	N/A	N/A	16,390,857	16,518,066	16,390,857
	CANAAN X LP	Partnerships/Joint Venture Interests	N/A	N/A	4,022,197	1,744,309	4,022,197
	CANAAN XI LP	Partnerships/Joint Venture Interests	N/A	N/A	4,452,336	2,266,213	4,452,336
	CANAAN XII LP	Partnerships/Joint Venture Interests	N/A	N/A	1,397,645	1,231,323	1,397,645

UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	CANAAN XIII LP	Partnerships/Joint Venture Interests	N/A	N/A	285,000	\$ 285,000	\$ 285,000
	CAXTON GLOBAL INVTS LTD	Partnerships/Joint Venture Interests	N/A	N/A	102,730,191	44,292,156	102,730,191
	CB ATLANTIC II CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	956,544	966,247	956,544
	CB BLIZZARD CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	112,063	458,281	112,063
	CB CATALYST CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	921,494	533,999	921,494
	CB FARADAY CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	1,194,090	610,336	1,194,090
	CB NOTEPAD CO-INVEST	Partnerships/Joint Venture Interests	N/A	N/A	395,727	401,642	395,727
	CENTERBRIDGE CAP PARTNERS IV LP	Partnerships/Joint Venture Interests	N/A	N/A	1,828,645	1,178,111	1,828,645
	CENTERBRIDGE CAPITAL PTNRSHP III LP	Partnerships/Joint Venture Interests	N/A	N/A	4,171,483	3,251,992	4,171,483
	CENTERBRIDGE SCP III LP	Partnerships/Joint Venture Interests	N/A	N/A	240,707	302,017	240,707
	CENTERBRIDGE SCP III-FLEX LP	Partnerships/Joint Venture Interests	N/A	N/A	2,664,533	2,457,687	2,664,533
	CHARLESBANK COINV 1 ISH AGGRE LP	Partnerships/Joint Venture Interests	N/A	N/A	242,364	242,142	242,364
	CHARLESBANK EQUITY FD IX LP	Partnerships/Joint Venture Interests	N/A	N/A	3,099,722	1,330,414	3,099,722
	CHARLESBANK EQUITY FD VII LP	Partnerships/Joint Venture Interests	N/A	N/A	1,521,851	1,355,631	1,521,851
	CHARLESBANK EQUITY FUND X LP	Partnerships/Joint Venture Interests	N/A	N/A	1,328,377	832,291	1,328,377
	CITADEL GLOBAL FIXED INCOME FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	13,176,060	3,714,753	13,176,060
	CITADEL KENSINGTON GLOBAL STRATEGIES FD LTD	Partnerships/Joint Venture Interests	N/A	N/A	128,673,435	32,664,634	128,673,435
	CLEARLAKE CAP PARTNERS VII LP	Partnerships/Joint Venture Interests	N/A	N/A	747,803	627,322	747,803
	CLEARLAKE CAP PTNS VII LP	Partnerships/Joint Venture Interests	N/A	N/A	148,792	148,792	148,792
	CLEARLAKE CAPITAL PTNRS IV LP	Partnerships/Joint Venture Interests	N/A	N/A	1,704,506	1,300,440	1,704,506
	CLEARLAKE CAPITAL PTNRS V LP	Partnerships/Joint Venture Interests	N/A	N/A	3,260,811	2,585,724	3,260,811
	CLEARLAKE CAPITAL PTNRS VI LP	Partnerships/Joint Venture Interests	N/A	N/A	2,278,316	1,131,816	2,278,316
	CONSTELLATION 2022 LP	Partnerships/Joint Venture Interests	N/A	N/A	512,848	196,099	512,848
	CONTRARIAN DISTRESSED RE III	Partnerships/Joint Venture Interests	N/A	N/A	2,275,884	2,119,302	2,275,884
	CQS DIROPP FEEDER FD RECEIVABLE/SUBSCRIPTION	Partnerships/Joint Venture Interests	N/A	N/A	63,941,402	41,445,000	63,941,402
	CRAYHILL PRINCIPAL STRAT PARALLEL III LP	Partnerships/Joint Venture Interests	N/A	N/A	14,069,108	14,069,108	14,069,108
	CRAYHILL PRINCIPAL STRAT II	Partnerships/Joint Venture Interests	N/A	N/A	19,659,453	19,690,392	19,659,453
	CREANDUM VII (D) AB	Partnerships/Joint Venture Interests	N/A	N/A	208,366	219,654	215,763
	CTRSQUARE VAL-ADDED FD IV LP	Partnerships/Joint Venture Interests	N/A	N/A	20,201	4,142	20,201
	CVC CAP PTNS VIII (A) LP	Partnerships/Joint Venture Interests	N/A	N/A	1,350,063	1,200,343	1,397,991
	CVC CAPITAL PARTNERS IX A LP	Partnerships/Joint Venture Interests	N/A	N/A	429,807	451,490	445,065
	CVC CAPITAL PARTNERS VII LP	Partnerships/Joint Venture Interests	N/A	N/A	3,271,488	1,358,311	3,387,626
	CVC CP PARTNERS PACHELBEL (A) SCSF	Partnerships/Joint Venture Interests	N/A	N/A	777,514	732,290	805,116
	DAVIDSON KEMPNER INST PARTNER	Partnerships/Joint Venture Interests	N/A	N/A	44,560,648	31,441,782	44,560,648
	DAVIDSON K LTD OPP INTL IV AIV LP	Partnerships/Joint Venture Interests	N/A	N/A	9,056,152	7,033,900	9,056,152
	DAVIDSON KEMPNER LONG TERM DISTRESSED OPP INTL III LP	Partnerships/Joint Venture Interests	N/A	N/A	1,473,631	-	1,473,631
	DAVIDSON KEMPNER LT DO INTL IV LP	Partnerships/Joint Venture Interests	N/A	N/A	2,661,959	3,533,040	2,661,959
	DE SHAW COMPOSITE INTL FD ORDINARY SERIES	Partnerships/Joint Venture Interests	N/A	N/A	154,740,231	47,219,087	143,906,394
	DE SHAW OCULUS INTERNATIONAL FUNE	Partnerships/Joint Venture Interests	N/A	N/A	69,222,940	21,161,616	60,955,388
	DIAMOND PARENT HLDGS COIF	Partnerships/Joint Venture Interests	N/A	N/A	3,005,818	910,455	3,005,818
	DK LONGTRM DIST OPP INTL III AIV	Partnerships/Joint Venture Interests	N/A	N/A	1,035,744	1,011,164	1,035,744
	DORCHESTER CAP SEC OFFSR V LP	Partnerships/Joint Venture Interests	N/A	N/A	25,248,880	6,567,963	25,248,880
	DORCHESTER CAP SECONDARIES OFFSHORE IV LP	Partnerships/Joint Venture Interests	N/A	N/A	6,216,204	2,025,823	6,216,204
	DORCHESTER CR SEC CYM VI LP	Partnerships/Joint Venture Interests	N/A	N/A	21,246,109	21,246,109	24,882,274
	DRAGON CO-INVESTMENT PARTNER	Partnerships/Joint Venture Interests	N/A	N/A	181,452	877,066	181,452
	ELLIOT INTERNATIONAL LIMITED	Partnerships/Joint Venture Interests	N/A	N/A	105,867,516	57,736,006	105,867,516
	ELLIOTT INTERNATL CO-INVEST II	Partnerships/Joint Venture Interests	N/A	N/A	7,080,175	12,507,660	7,080,175
	ENCAP ENERGY CAPITAL FD X LP	Partnerships/Joint Venture Interests	N/A	N/A	4,007,673	1,717,829	4,007,673
	ENCAP ENERGY CAPITAL X	Partnerships/Joint Venture Interests	N/A	N/A	2,341,139	572,550	2,341,139
	ENCAP FLATROCK MID III 2NDRY	Partnerships/Joint Venture Interests	N/A	N/A	719,791	463,267	719,791
	ENCAP FLATROCK MIDSTREAM FD I	Partnerships/Joint Venture Interests	N/A	N/A	144,191	158,604	144,191
	ENCAP FLATROCK MIDSTREAM FD IV LP	Partnerships/Joint Venture Interests	N/A	N/A	2,019,192	1,666,225	2,019,192
	ENCAP FLATROCK MIDSTREAM III FUND LP	Partnerships/Joint Venture Interests	N/A	N/A	1,637,524	1,133,504	1,637,524
	ENTRUST SPECIAL OPP FUND III LTD	Partnerships/Joint Venture Interests	N/A	N/A	7,813,261	8,074,548	7,813,261
	ENTRUST SPECIAL OPPS FUND II	Partnerships/Joint Venture Interests	N/A	N/A	22,719	3,904	22,719
	EGT INFRA V (NO 2) USD SCSF2	Partnerships/Joint Venture Interests	N/A	N/A	21,188,195	14,059,649	21,188,195
	ETON PARK OVERSEAS FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	3,741	758	3,741
	ETON PARK OVERSEAS FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	3,721	957	3,721
	EVEREST CO-INVEST SCSF	Partnerships/Joint Venture Interests	N/A	N/A	500,105	-	517,859
	EVERSIDE HEALTH HOLDINGS LLC	Partnerships/Joint Venture Interests	N/A	N/A	380,644	378,363	380,644
	FACT GLOBAL LONG SHORT OFFSHORE FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	21,456,874	21,000,000	21,456,874
	FARALLON ASIA SPECIAL SITUATIONS II LPF	Partnerships/Joint Venture Interests	N/A	N/A	376,309	317,447	376,309
	FARALLON ASIA SPECIAL SITUATIONS III LP E 2	Partnerships/Joint Venture Interests	N/A	N/A	229,157	156,504	229,157
	FCOI II HLDGS LP (FARALLON)	Partnerships/Joint Venture Interests	N/A	N/A	416,113	197,685	416,113
	FIDENTIA FORTUNE COINVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	1,229,118	816,622	1,229,118
	FIR TREE REAL ESTATE III	Partnerships/Joint Venture Interests	N/A	N/A	78,209	45,267	78,209
	FLUID POWER HOLDINGS LLC	Partnerships/Joint Venture Interests	N/A	N/A	360,000	362,133	360,000
	FORTISSIMO CAPITAL FD VI LP	Partnerships/Joint Venture Interests	N/A	N/A	709,130	711,429	709,130
	FORTISSIMO CAPITAL FUND IV LP	Partnerships/Joint Venture Interests	N/A	N/A	4,928,463	2,138,996	4,928,463
	FORTISSIMO CAPITAL FUND V LP	Partnerships/Joint Venture Interests	N/A	N/A	2,734,894	2,120,631	2,734,894
	FORTISSIMO FF 4 TUT HLDGS LP	Partnerships/Joint Venture Interests	N/A	N/A	700,332	700,332	700,332
	FORTRESS RE OPP FUND IV	Partnerships/Joint Venture Interests	N/A	N/A	2,661,635	2,162,904	2,661,635
	FP CREDIT PARTNERS II AGGRE LP	Partnerships/Joint Venture Interests	N/A	N/A	11,625,143	12,403,576	11,625,143
	GC XI ALPHA CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	1,029,270	850,535	1,029,270
	GENSTAR CAP PARTNERS IX LP	Partnerships/Joint Venture Interests	N/A	N/A	3,466,941	1,286,127	3,466,941
	GENSTAR CAP PARTNERS VIII LP	Partnerships/Joint Venture Interests	N/A	N/A	5,077,900	813,151	5,077,900
	GENSTAR CAPITAL PARTNERS X LP	Partnerships/Joint Venture Interests	N/A	N/A	1,038,135	905,696	1,038,135
	GENSTAR CAPITAL PARTNERS XI LP	Partnerships/Joint Venture Interests	N/A	N/A	269,229	212,318	269,229
	GENSTAR CAPITAL PTNRS VII LP	Partnerships/Joint Venture Interests	N/A	N/A	2,922,086	3,582,326	2,922,086
	GGV CAPITAL VI LP	Partnerships/Joint Venture Interests	N/A	N/A	3,092,007	1,942,875	3,092,007
	GGV CAPITAL VI PLUS LP	Partnerships/Joint Venture Interests	N/A	N/A	503,933	391,056	503,933
	GGV CAPITAL VII LP	Partnerships/Joint Venture Interests	N/A	N/A	2,213,655	1,759,221	2,213,655
	GGV CAPITAL VII PLUS LP	Partnerships/Joint Venture Interests	N/A	N/A	610,070	485,399	610,070
	GGV DISCOVERY II LP	Partnerships/Joint Venture Interests	N/A	N/A	558,057	304,851	558,057
	GLENDON OPPORTUNITIES FD LP	Partnerships/Joint Venture Interests	N/A	N/A	1,198,109	233,268	1,198,109
	GOF II FEEDER B LP	Partnerships/Joint Venture Interests	N/A	N/A	2,647,647	1,469,434	2,647,647
	GRAIN COMM OPP FD IV LP	Partnerships/Joint Venture Interests	N/A	N/A	6,520,791	6,529,155	6,520,791
	GREENBRIAR COINV WPS LP	Partnerships/Joint Venture Interests	N/A	N/A	749,944	757,444	749,944
	GREENBRIAR EQUITY FUND VI LP	Partnerships/Joint Venture Interests	N/A	N/A	1,104,637	869,227	1,104,637
	GRIDIRON CAPITAL FUND II	Partnerships/Joint Venture Interests	N/A	N/A	387,204	5,447	387,204
	GTCR (CP-1) LP	Partnerships/Joint Venture Interests	N/A	N/A	194,699	457,035	194,699
	GTCR (W-1/2) INVESTORS LP	Partnerships/Joint Venture Interests	N/A	N/A	955,444	798,632	955,444
	GTCR AP INVESTORS LP	Partnerships/Joint Venture Interests	N/A	N/A	891,783	329,817	891,783
	GTCR EVERGREEN I/B CONT FUND	Partnerships/Joint Venture Interests	N/A	N/A	1,105,851	731,603	1,105,851



UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	GTCR FUND XI LP	Partnerships/Joint Venture Interests	N/A	N/A	6,896,724	\$ 8,499,858	\$ 6,896,724
	GTCR FUND XII/A & XII/B LP	Partnerships/Joint Venture Interests	N/A	N/A	3,663,973	1,463,578	3,663,973
	GTCR FUND XIII LP	Partnerships/Joint Venture Interests	N/A	N/A	1,387,778	946,973	1,387,778
	GTCR FUND XIV LP	Partnerships/Joint Venture Interests	N/A	N/A	419,200	419,200	419,200
	GTCR STRATEGIC GROWTH FUND	Partnerships/Joint Venture Interests	N/A	N/A	440,094	340,299	440,094
	H AND F SPEEDSTER PARTNERS LP	Partnerships/Joint Venture Interests	N/A	N/A	525,529	329,304	525,529
	H&F CAPITAL PARTNERS IX LP	Partnerships/Joint Venture Interests	N/A	N/A	4,474,361	2,303,133	4,474,361
	H&F FLASHDANCE PARTNERS I LP	Partnerships/Joint Venture Interests	N/A	N/A	896,515	347,825	896,515
	H&F UNITE PARTNERS LP	Partnerships/Joint Venture Interests	N/A	N/A	594,709	379,288	594,709
	HAMILTON LANE SEC FUND II LP	Partnerships/Joint Venture Interests	N/A	N/A	21,366	24,807	21,366
	HAMLIN LN VENTR CAP S201C	Partnerships/Joint Venture Interests	N/A	N/A	3,291,003	5,085	3,291,003
	HAMLIN LN VENTR CAP S201I	Partnerships/Joint Venture Interests	N/A	N/A	2,701,934	29,616	2,701,934
	HAMLIN LN VENTR CAP S201Z	Partnerships/Joint Venture Interests	N/A	N/A	1,101,471	239,892	1,101,471
	HARVEST PARTNERS VII LP	Partnerships/Joint Venture Interests	N/A	N/A	1,577,402	3,631,301	1,577,402
	HARVEY PERFORMANCE CO LLC	Partnerships/Joint Venture Interests	N/A	N/A	-	1,516,072	-
	HELLMAN & FRIEDMAN CAP PTNRS VII	Partnerships/Joint Venture Interests	N/A	N/A	11,403,301	4,565,085	11,403,301
	HELLMAN & FRIEDMAN CP X LP	Partnerships/Joint Venture Interests	N/A	N/A	1,398,809	1,100,476	1,398,809
	HIGHBRIDGE ASIA STRATEGIES	Partnerships/Joint Venture Interests	N/A	N/A	69,839,013	49,167,025	69,839,013
	HL SECONDARY FUND II INDIANA	Partnerships/Joint Venture Interests	N/A	N/A	5,338	2,991	5,338
	HUNTRESS CO-INVESTMENT	Partnerships/Joint Venture Interests	N/A	N/A	4	78,379	4
	ICEBOX CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	486,557	1,151,298	486,557
	ICON PARTNERS I LP	Partnerships/Joint Venture Interests	N/A	N/A	296,296	296,296	296,296
	ICON PARTNERS II LP	Partnerships/Joint Venture Interests	N/A	N/A	124,178	194,138	124,178
	ICON PARTNERS III LP	Partnerships/Joint Venture Interests	N/A	N/A	392	253,241	392
	ICON PARTNERS IV LP	Partnerships/Joint Venture Interests	N/A	N/A	276,105	247,783	276,105
	ICON PARTNERS V LP	Partnerships/Joint Venture Interests	N/A	N/A	291,612	209,987	291,612
	ICON SOFTWARE PARTNERS LP	Partnerships/Joint Venture Interests	N/A	N/A	448,022	110,151	448,022
	INDEX VENT GR IV (JERSEY) LP	Partnerships/Joint Venture Interests	N/A	N/A	6,221,897	2,829,315	6,221,897
	INDEX VENT GROWTH V JERSEY LP	Partnerships/Joint Venture Interests	N/A	N/A	1,793,043	1,400,988	1,793,043
	INDEX VENT GROWTH VI JERSEY	Partnerships/Joint Venture Interests	N/A	N/A	597,067	588,956	597,067
	INDEX VENTURES GROWTH III LP	Partnerships/Joint Venture Interests	N/A	N/A	10,043,212	8,012,725	10,399,746
	INDEX VENTURES XI JERSEY LP	Partnerships/Joint Venture Interests	N/A	N/A	156,441	145,193	156,441
	INDEX VENTURES XII JERSEY LP	Partnerships/Joint Venture Interests	N/A	N/A	41,005	41,005	41,005
	INSIGHT MB HOLDINGS LLC	Partnerships/Joint Venture Interests	N/A	N/A	202,172	496,785	202,172
	INSIGHT PARTNERS XI LP	Partnerships/Joint Venture Interests	N/A	N/A	3,035,156	1,814,337	3,035,156
	INSIGHT PARTNERS XII LP	Partnerships/Joint Venture Interests	N/A	N/A	1,053,178	977,457	1,053,178
	INSIGHT PARTNERS XIII LP	Partnerships/Joint Venture Interests	N/A	N/A	75,000	75,000	75,000
	INSIGHT RF HOLDINGS LLC	Partnerships/Joint Venture Interests	N/A	N/A	-	39,261	-
	INSIGHT VENTURE PARTNERS IX LP	Partnerships/Joint Venture Interests	N/A	N/A	16,352,166	2,036,053	16,352,166
	INSIGHT VENTURE PARTNERS X LP	Partnerships/Joint Venture Interests	N/A	N/A	5,916,194	2,072,119	5,916,194
	INSTITUTIONAL VENT PTNS XVII	Partnerships/Joint Venture Interests	N/A	N/A	1,520,634	1,140,830	1,520,634
	INSTITUTIONAL VENTURE PTNRS XV	Partnerships/Joint Venture Interests	N/A	N/A	8,130,740	6,632,794	8,130,740
	INSTITUTIONAL VP XVIII LP	Partnerships/Joint Venture Interests	N/A	N/A	262,178	262,178	262,178
	INSTL VENTURE PTNRS XVI LP	Partnerships/Joint Venture Interests	N/A	N/A	3,521,606	1,976,126	3,521,606
	IPI PARTNERS II-A LP	Partnerships/Joint Venture Interests	N/A	N/A	24,536,136	15,293,153	24,536,136
	IRC SUPERMAN AGGREGATOR LLC	Partnerships/Joint Venture Interests	N/A	N/A	256,676	349,161	256,676
	ISQ GLOBAL INFRA FD III (USTE)	Partnerships/Joint Venture Interests	N/A	N/A	9,576,882	7,196,077	9,576,882
	ITHACA LP BLAKENEY	Partnerships/Joint Venture Interests	N/A	N/A	1,511,366	276,948	1,511,366
	KAYNE PRIVATE ENERGY INC III	Partnerships/Joint Venture Interests	N/A	N/A	2,000,000	2,000,000	2,000,000
	KAYNE SIMPLIFIED MIDSTREAM LP	Partnerships/Joint Venture Interests	N/A	N/A	75,660,100	45,640,927	75,660,100
	KEEL ACP HOLDINGS LLC	Partnerships/Joint Venture Interests	N/A	N/A	421,562	390,000	421,562
	KENNEDY LEWIS CAP PTNS II LP	Partnerships/Joint Venture Interests	N/A	N/A	30,011,249	27,792,466	30,011,249
	KEPOS ALPHA LTD	Partnerships/Joint Venture Interests	N/A	N/A	71,954,532	40,516,802	71,954,532
	KING ST GBL DRAWDOWN II	Partnerships/Joint Venture Interests	N/A	N/A	17,492,788	17,492,788	17,492,788
	KING STREET CAPITAL LTD	Partnerships/Joint Venture Interests	N/A	N/A	52,216,737	38,507,711	52,216,737
	KLCP DOMESTIC FUND III	Partnerships/Joint Venture Interests	N/A	N/A	21,642,708	18,223,779	21,642,708
	KNOCKOUT COINVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	1,290,624	749,960	1,290,624
	KPS SPEC SITUATIONS FD VI LP	Partnerships/Joint Venture Interests	N/A	N/A	375,954	375,954	375,954
	KPS SPECIAL SITUATIONS FUND IV	Partnerships/Joint Venture Interests	N/A	N/A	2,242,291	1,028,709	2,242,291
	KPS SPECIAL SITUATIONS FUND V	Partnerships/Joint Venture Interests	N/A	N/A	1,900,992	1,900,992	1,900,992
	LAURION CAPITAL LTD	Partnerships/Joint Venture Interests	N/A	N/A	63,472,248	32,932,150	63,472,248
	LEGACY HOLDINGS TOPCO LP	Partnerships/Joint Venture Interests	N/A	N/A	1,000,000	1,000,000	1,000,000
	LEM MULTIFAMILY FD VI LP	Partnerships/Joint Venture Interests	N/A	N/A	7,635,496	9,968,701	7,635,496
	LINDEN MANAGER II LP	Partnerships/Joint Venture Interests	N/A	N/A	2,360,886	1,114,021	2,360,886
	LOOMIS STRATEGIC ALPHA TRUS	Partnerships/Joint Venture Interests	N/A	N/A	9,531,935	121,535,488	152,606,275
	MADISON DEARBORN CAP PTNRS VII	Partnerships/Joint Venture Interests	N/A	N/A	2,297,293	1,772,075	2,297,293
	MADISON DEARBORN CAP PTNS VI	Partnerships/Joint Venture Interests	N/A	N/A	5,200,240	4,119,631	5,200,240
	MAGNESIUM COINVS SCSF	Partnerships/Joint Venture Interests	N/A	N/A	259,290	199,947	259,290
	MAN ALTERNATIVE RISK PREMIA SF	Partnerships/Joint Venture Interests	N/A	N/A	45,911,277	41,114,774	45,911,277
	MAN STRATEGIES 1783 LIMITED SR	Partnerships/Joint Venture Interests	N/A	N/A	66,739,125	50,000,000	66,739,125
	MARCHALL WACE MKT NTRL TOPS FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	60,879,079	19,096,766	60,879,079
	MARLIN HERITAGE EUROPE PARTNERS LP	Partnerships/Joint Venture Interests	N/A	N/A	3,828,642	2,988,308	3,964,559
	MARLIN HERITAGE EUROPE II LP	Partnerships/Joint Venture Interests	N/A	N/A	1,350,880	1,070,170	1,398,836
	MARSHALL WACE EUREKA	Partnerships/Joint Venture Interests	N/A	N/A	33,029,655	20,000,000	33,029,655
	MASS CO-INVEST BETA LP	Partnerships/Joint Venture Interests	N/A	N/A	21,786,888	834,010	1,971,798
	MAYFAIR EQUITY PARTNERS I LP	Partnerships/Joint Venture Interests	N/A	N/A	308,737	1,080,711	386,662
	MAYFAIR EQUITY PARTNERS II LP	Partnerships/Joint Venture Interests	N/A	N/A	501,370	537,514	627,916
	MAYFAIR EQUITY PARTNERS III LP	Partnerships/Joint Venture Interests	N/A	N/A	1,291,555	1,760,653	1,617,545
	MDCP CONVESTORS MOBILUS LP	Partnerships/Joint Venture Interests	N/A	N/A	1,002,473	750,897	1,002,473
	MDCP INSURANCE SPV LP	Partnerships/Joint Venture Interests	N/A	N/A	3,642,563	656,439	3,642,563
	MDCP VII AUXILIARY SPV LP	Partnerships/Joint Venture Interests	N/A	N/A	668,297	443,074	668,297
	MILL POINT CAP PARTNERS III LP	Partnerships/Joint Venture Interests	N/A	N/A	207,155	207,155	207,155
	MILLENNIUM INTERNATIONAL LTD	Partnerships/Joint Venture Interests	N/A	N/A	24,275	36,369,474	89,263,639
	MONARCH CP OFFSHORE VI LP	Partnerships/Joint Venture Interests	N/A	N/A	21,380,845	19,194,012	21,380,845
	MOON CAPITAL GLOBAL EQUITY OFFSHORE FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	358,369	417,794	358,369
	MS IFHF SPV LP - INST CAYMAN - UFCW G&F	Partnerships/Joint Venture Interests	N/A	N/A	187,939	175,876	187,939
	NAUTIC PARTNERS ESS LP	Partnerships/Joint Venture Interests	N/A	N/A	518,178	259,962	518,178
	NAUTIC PARTNERS IX LP	Partnerships/Joint Venture Interests	N/A	N/A	2,485,063	1,463,918	2,485,063
	NAUTIC PARTNERS VIII LP	Partnerships/Joint Venture Interests	N/A	N/A	1,488,199	879,185	1,488,199
	NAUTIC PARTNERS X LP	Partnerships/Joint Venture Interests	N/A	N/A	1,034,987	716,195	1,034,987
	NB PARTNERS FUND III LP	Partnerships/Joint Venture Interests	N/A	N/A	21,061,936	16,296,379	21,061,936
	NC VINLAND CO-INVEST BETA LP	Partnerships/Joint Venture Interests	N/A	N/A	996,537	548,412	996,537
	NEA 18 VENT GR EQUITY LP	Partnerships/Joint Venture Interests	N/A	N/A	817,463	860,160	817,463
	NEA CH SPV LP	Partnerships/Joint Venture Interests	N/A	N/A	260,054	260,054	260,054

UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	NEA SECONDARY OPPORTUNITY FC	Partnerships/Joint Venture Interests	N/A	N/A	2,905,440	\$ 2,263,551	\$ 2,905,440
	NEA TS 2024 SPV LP	Partnerships/Joint Venture Interests	N/A	N/A	480,097	480,766	480,097
	NEW ENTERPRISE ASSOC 15 LP	Partnerships/Joint Venture Interests	N/A	N/A	5,500,381	3,454,583	5,500,381
	NEW ENTERPRISE ASSOCIATES 14	Partnerships/Joint Venture Interests	N/A	N/A	3,177,267	2,173,104	3,177,267
	NEW ENTERPRISE ASSOCIATES 17	Partnerships/Joint Venture Interests	N/A	N/A	2,205,490	1,858,487	2,205,490
	NEW ENTERPRISE ASSOCIATES 18	Partnerships/Joint Venture Interests	N/A	N/A	892,661	713,694	892,661
	NEXUS SPEC SITUATIONS IV LP	Partnerships/Joint Venture Interests	N/A	N/A	1,980,663	1,980,738	1,980,663
	NORDIC CAPITAL FUND XI LP	Partnerships/Joint Venture Interests	N/A	N/A	1,243,698	1,230,914	1,287,850
	NORDIC CAPITAL IX BETA LP	Partnerships/Joint Venture Interests	N/A	N/A	3,673,069	2,342,572	3,803,463
	NORDIC CAPITAL X BETA LP	Partnerships/Joint Venture Interests	N/A	N/A	1,587,941	1,108,428	1,644,313
	NORTHBRIDGE PTNS FD IV LP	Partnerships/Joint Venture Interests	N/A	N/A	6,479,552	6,101,918	6,479,552
	OAKTREE OPPORTUNITIES FUND XB	Partnerships/Joint Venture Interests	N/A	N/A	3,867,553	3,121,498	3,867,553
	ODYSSEY INVEST PARTNERS VI LP	Partnerships/Joint Venture Interests	N/A	N/A	1,515,582	883,390	1,515,582
	ODYSSEY INVEST PTNRS V LP	Partnerships/Joint Venture Interests	N/A	N/A	2,670,232	2,435,545	2,670,232
	ONEX CAMELOT CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	178,598	548,723	178,598
	ONEX PARTNERS IV LP	Partnerships/Joint Venture Interests	N/A	N/A	3,448,868	2,484,209	3,448,868
	ONEX PARTNERS V LP	Partnerships/Joint Venture Interests	N/A	N/A	3,427,289	1,821,935	3,427,289
	OZ OVERSEAS FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	17,261	45,472	17,261
	OZ OVERSEAS INSTITUTIONAL FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	22,476	4,725	22,476
	PAMLUCO CAPITAL III LP	Partnerships/Joint Venture Interests	N/A	N/A	1,343,878	1,302,642	1,343,878
	PEARLSTONE ALTR FUND SA SICAVRAIFO NOTPROV	Partnerships/Joint Venture Interests	N/A	N/A	16,306,110	15,000,000	16,306,110
	PEGASUS PARTNERS V LP	Partnerships/Joint Venture Interests	N/A	N/A	649,069	651,939	649,069
	PERMIRA CR SOL IV MST FED SCSF	Partnerships/Joint Venture Interests	N/A	N/A	19,022,569	20,311,032	19,022,569
	PERMIRA V	Partnerships/Joint Venture Interests	N/A	N/A	4,417,744	1,090,995	4,574,574
	PERMIRA VI LP	Partnerships/Joint Venture Interests	N/A	N/A	5,275,650	1,007,585	5,462,935
	PERMIRA VII LP	Partnerships/Joint Venture Interests	N/A	N/A	2,484,189	2,090,622	2,572,377
	PERMIRA VIII LP	Partnerships/Joint Venture Interests	N/A	N/A	355,203	305,142	367,813
	PLATTE RIVER EQUITY Y LP	Partnerships/Joint Venture Interests	N/A	N/A	292,219	292,219	292,219
	PORTFOLIO ADVISORS PE FUND V (OFFSHORE) BUYOUT	Partnerships/Joint Venture Interests	N/A	N/A	1,496,602	16,088	1,496,602
	PORTFOLIO ADVISORS PE VSPECIAL SITUATIONS	Partnerships/Joint Venture Interests	N/A	N/A	936,215	815,437	936,215
	PRESTON HOLLOW CAP LLC	Partnerships/Joint Venture Interests	N/A	N/A	642,938	336,328	642,938
	PRESTON HOLLOW CAPITAL LLC - 2	Partnerships/Joint Venture Interests	N/A	N/A	91,926	65,141	91,926
	PRISM VISION HOLDINGS LLC	Partnerships/Joint Venture Interests	N/A	N/A	677,157	330,000	677,157
	PROJECT ALPINE COINV FD LP	Partnerships/Joint Venture Interests	N/A	N/A	801,215	749,996	801,215
	PROJECT HOTEL CA COINV FD LP	Partnerships/Joint Venture Interests	N/A	N/A	1,139,092	750,074	1,139,092
	PROJECT MIRASOL CO-INV FD LP	Partnerships/Joint Venture Interests	N/A	N/A	435,184	290,084	435,184
	PURE ALPHA MAJOR MARKET	Partnerships/Joint Venture Interests	N/A	N/A	40,219,125	30,809,383	40,219,125
	QLIK PARENT INC	Partnerships/Joint Venture Interests	N/A	N/A	1,653,923	564,000	1,653,923
	QUAD-C PARTNERS IX LP	Partnerships/Joint Venture Interests	N/A	N/A	3,875,119	1,843,815	3,875,119
	QUAD-C HSD HOLDINGS LLC	Partnerships/Joint Venture Interests	N/A	N/A	596,288	296,532	596,288
	QUAD-C PARTNERS X LP	Partnerships/Joint Venture Interests	N/A	N/A	610,730	465,432	610,730
	REAL ESTATE DEBT FUND III LP	Partnerships/Joint Venture Interests	N/A	N/A	10,000,000	10,000,000	10,000,000
	RED CYPRESS CO-INVEST PTNRS	Partnerships/Joint Venture Interests	N/A	N/A	225,580	225,580	225,580
	REP COINVEST III ADD LP	Partnerships/Joint Venture Interests	N/A	N/A	-	439,745	-
	REP COINVEST III ADD LP - 2	Partnerships/Joint Venture Interests	N/A	N/A	-	105,974	-
	REP COINVEST III OMNI LP	Partnerships/Joint Venture Interests	N/A	N/A	181,390	204,159	181,390
	REP COINVEST III TEC LP	Partnerships/Joint Venture Interests	N/A	N/A	629,763	320,000	629,763
	REP COINVEST TOPCO LP	Partnerships/Joint Venture Interests	N/A	N/A	-	57,549	-
	REP MAPLE HOLDINGS LP	Partnerships/Joint Venture Interests	N/A	N/A	1,062,775	900,000	1,062,775
	RESOLUTE FUND III	Partnerships/Joint Venture Interests	N/A	N/A	1	822,545	1
	RESOLUTE FUND IV LP	Partnerships/Joint Venture Interests	N/A	N/A	5,675,023	1,770,640	5,675,023
	RESOLUTE FUND VI LP	Partnerships/Joint Venture Interests	N/A	N/A	900,343	814,685	900,343
	RESOLUTE II COINT FUND LP	Partnerships/Joint Venture Interests	N/A	N/A	308,607	448,715	308,607
	RIDGEMONT EQUITY PARTNERS II	Partnerships/Joint Venture Interests	N/A	N/A	3,041,139	3,168,057	3,041,139
	RIDGEMONT EQUITY PARTNERS III	Partnerships/Joint Venture Interests	N/A	N/A	3,635,819	1,569,510	3,635,819
	RIDGEMONT EQUITY PARTNERS IV	Partnerships/Joint Venture Interests	N/A	N/A	713,976	574,445	713,976
	ROADRUNNER 2023 LP	Partnerships/Joint Venture Interests	N/A	N/A	1,117,995	1,002,625	1,117,995
	ROARK CAPITAL GROWTH L F	Partnerships/Joint Venture Interests	N/A	N/A	6,353,851	509,947	6,353,851
	SG SM BUS CR OPP III (F) HLDGS	Partnerships/Joint Venture Interests	N/A	N/A	7,906,917	7,748,381	7,906,917
	SHASTA VENTURES IV LP	Partnerships/Joint Venture Interests	N/A	N/A	1,679,588	2,277,559	1,679,588
	SHASTA VENTURES V LP	Partnerships/Joint Venture Interests	N/A	N/A	12,314,773	4,721,330	12,314,773
	SHORT TERM FUND AT FORMER	Partnerships/Joint Venture Interests	N/A	N/A	40,829	40,829	40,829
	SIGULER GUFF DISTRESSED RE OPP E LP	Partnerships/Joint Venture Interests	N/A	N/A	6,572,772	2,852,578	6,572,772
	SIGULER GUFF DOF III LP	Partnerships/Joint Venture Interests	N/A	N/A	359,783	940,673	359,783
	SILVER POINT CAPITAL OFFSHORE FUND LTDD	Partnerships/Joint Venture Interests	N/A	N/A	58,881,420	33,664,271	58,881,420
	SPARK CAP GR V LP	Partnerships/Joint Venture Interests	N/A	N/A	300,000	300,000	300,000
	SPARK CAPITAL VIII LP	Partnerships/Joint Venture Interests	N/A	N/A	119,202	119,202	119,202
	SUMMIT PARTNERS CO-NV SUMO LF	Partnerships/Joint Venture Interests	N/A	N/A	628,375	398,801	628,375
	SUMMIT PRTN COINVEST IRONMAN	Partnerships/Joint Venture Interests	N/A	N/A	747,927	746,669	747,927
	SUMMIT PTNR GROWTH EQ IX-A LP	Partnerships/Joint Venture Interests	N/A	N/A	5,925,387	1,358,916	5,925,387
	SUMMIT PTNRS COINVEST GIANTS	Partnerships/Joint Venture Interests	N/A	N/A	194,968	838,888	194,968
	SUMMIT PTNRS VENT CAP V-A LP	Partnerships/Joint Venture Interests	N/A	N/A	1,128,057	974,667	1,128,057
	SUMMIT PTNS COINV RIGGINGS LP	Partnerships/Joint Venture Interests	N/A	N/A	63,980	149,644	63,980
	SUMMIT PTNS COINVEST LIONS LP	Partnerships/Joint Venture Interests	N/A	N/A	823,701	421,304	823,701
	SUMMIT PTNS EUR GR EQ IV SCSF	Partnerships/Joint Venture Interests	N/A	N/A	42,798	46,658	44,317
	SUMMIT PTNS GROWTH EQ X-A LP	Partnerships/Joint Venture Interests	N/A	N/A	2,802,046	1,588,531	2,802,046
	SUMMIT PTNS GROWTH EQ XI LP	Partnerships/Joint Venture Interests	N/A	N/A	480,411	385,492	480,411
	SUMMIT VENTURES IV LP	Partnerships/Joint Venture Interests	N/A	N/A	5,424,961	1,838,328	5,424,961
	T VII CELESTIAL CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	359,738	300,121	359,738
	TA REALTY CORE PROPERTY FD LP	Partnerships/Joint Venture Interests	N/A	N/A	31,411,744	25,384,397	31,411,744
	TACONIC CRE DISLOCATION FUND L P B 3	Partnerships/Joint Venture Interests	N/A	N/A	2,199,585	1,698,975	2,199,585
	TCV BEAT CO LP	Partnerships/Joint Venture Interests	N/A	N/A	1,009,150	1,009,150	1,009,150
	TCV BUS CO LP	Partnerships/Joint Venture Interests	N/A	N/A	685,817	588,018	685,817
	TCV IX LP	Partnerships/Joint Venture Interests	N/A	N/A	4,105,963	2,014,426	4,105,963
	TCV VIII LP	Partnerships/Joint Venture Interests	N/A	N/A	4,690,220	1,154,857	4,690,220
	TCV X LP	Partnerships/Joint Venture Interests	N/A	N/A	4,326,150	987,740	4,326,150
	TCV XI LP	Partnerships/Joint Venture Interests	N/A	N/A	1,203,805	1,041,010	1,203,805
	TCV XII LP	Partnerships/Joint Venture Interests	N/A	N/A	418,524	352,572	418,524
	THE REALTY ASSOCIATES FUND X UTP LF	Partnerships/Joint Venture Interests	N/A	N/A	-	90	-
	THE RESOLUTE FUND V LP	Partnerships/Joint Venture Interests	N/A	N/A	2,120,193	1,242,480	2,120,193
	SUE RESOLUTE III COINT FUND LP	Partnerships/Joint Venture Interests	N/A	N/A	2,714,803	2,370,458	2,714,803
	THIRD POINT OFFSHORE FUND LTD	Partnerships/Joint Venture Interests	N/A	N/A	71,069,273	41,122,362	71,069,273

UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	THIRD POINT ULTRA LTD	Partnerships/Joint Venture Interests	N/A	N/A	10,517,982	\$ 5,028,175	\$ 10,517,982
	THOMA BRAVO DISC FUND III LP	Partnerships/Joint Venture Interests	N/A	N/A	1,293,683	813,888	1,293,683
	THOMA BRAVO DISCOVER FD II LP	Partnerships/Joint Venture Interests	N/A	N/A	2,245,270	186,331	2,245,270
	THOMA BRAVO DISCOVER FUND LF	Partnerships/Joint Venture Interests	N/A	N/A	1,780,964	4,822,466	1,780,964
	THOMA BRAVO DISCOVER IV LF	Partnerships/Joint Venture Interests	N/A	N/A	875,544	653,181	875,544
	THOMA BRAVO EXPLORE FUND LF	Partnerships/Joint Venture Interests	N/A	N/A	1,456,409	964,743	1,456,409
	THOMA BRAVO FUND XI LF	Partnerships/Joint Venture Interests	N/A	N/A	7,289,266	3,131,555	7,289,266
	THOMA BRAVO FUND XII LF	Partnerships/Joint Venture Interests	N/A	N/A	4,035,936	2,015,898	4,035,936
	THOMA BRAVO FUND XIII LP	Partnerships/Joint Venture Interests	N/A	N/A	2,489,707	1,179,830	2,489,707
	THOMA BRAVO FUND XIV LF	Partnerships/Joint Venture Interests	N/A	N/A	1,088,687	830,159	1,088,687
	THOMA BRAVO FUND XV LF	Partnerships/Joint Venture Interests	N/A	N/A	1,013,088	732,892	1,013,088
	T-IX BOOST CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	388,939	380,262	388,939
	T-IX BUTTERFLY COINV LP	Partnerships/Joint Venture Interests	N/A	N/A	258,314	119,329	258,314
	TOWERBOOK TMX CONT FD LP	Partnerships/Joint Venture Interests	N/A	N/A	892,620	703,148	892,620
	TPG - AXON PTNRS (OFFSHORE)LTC	Partnerships/Joint Venture Interests	N/A	N/A	1,276,586	1,915,577	1,276,586
	TPG GROWTH II LP	Partnerships/Joint Venture Interests	N/A	N/A	999,128	15,210	999,128
	TRF IV CFS CONTINUATION FD LP	Partnerships/Joint Venture Interests	N/A	N/A	429,512	430,771	429,512
	TRIDENT IX LP	Partnerships/Joint Venture Interests	N/A	N/A	2,327,922	1,502,529	2,327,922
	TRIDENT VI LP	Partnerships/Joint Venture Interests	N/A	N/A	959,402	1,043,059	959,402
	TRIDENT VII COINVEST A LP	Partnerships/Joint Venture Interests	N/A	N/A	1,298,224	490,928	1,298,224
	TRIDENT VII LP	Partnerships/Joint Venture Interests	N/A	N/A	7,804,623	1,713,707	7,804,623
	TRIDENT VIII LP	Partnerships/Joint Venture Interests	N/A	N/A	3,238,154	1,774,032	3,238,154
	TRUE NORTH REAL ESTATE FD II	Partnerships/Joint Venture Interests	N/A	N/A	2,578,835	5,175,770	2,578,835
	TUDOR BVI GLOBAL FD	Partnerships/Joint Venture Interests	N/A	N/A	124,114,665	73,629,070	124,114,665
	T-VIII CO-INVEST-A LP	Partnerships/Joint Venture Interests	N/A	N/A	552,179	428,383	552,179
	T-VIII MERCURY CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	511,184	280,888	511,184
	T-VIII SKOPIA CO-INVEST LP	Partnerships/Joint Venture Interests	N/A	N/A	449,532	224,933	449,532
	TWO SIGMA ABS RETURN MACRC	Partnerships/Joint Venture Interests	N/A	N/A	53,858,849	36,000,000	53,858,849
	TWO SIGMA SPECTRUM CAYMEH	Partnerships/Joint Venture Interests	N/A	N/A	44,142,520	26,986,716	44,142,520
	VIKING GLOBAL EQUITIES III LTD	Partnerships/Joint Venture Interests	N/A	N/A	31,998,494	10,120,811	31,998,494
	VIKING GLOBAL OPPORTUNITIES III	Partnerships/Joint Venture Interests	N/A	N/A	33,278,946	10,000,000	33,278,946
	VISTA EQUITY PARTNRS FD VII	Partnerships/Joint Venture Interests	N/A	N/A	1,936,912	1,113,684	1,936,912
	VISTA EQUITY PTNRS FD VI LP	Partnerships/Joint Venture Interests	N/A	N/A	4,796,366	1,942,900	4,796,366
	VORIANA SSF III	Partnerships/Joint Venture Interests	N/A	N/A	4,153,698	4,153,698	4,153,698
	WESTEROS CO-INVESTMENT LP	Partnerships/Joint Venture Interests	N/A	N/A	280,845	249,609	290,815
	WESTVIEW CP V LP	Partnerships/Joint Venture Interests	N/A	N/A	726,948	651,841	726,948
	WOLVERINE TOPCO INC	Partnerships/Joint Venture Interests	N/A	N/A	1,472,735	700,000	1,472,737
	WYNNCHURCH CAPITAL PARTNERS IV	Partnerships/Joint Venture Interests	N/A	N/A	2,334,799	2,059,604	2,334,799
	Total - Partnerships/Joint Venture Interests					2,263,755,320	3,570,909,122
Common Collective Trusts							
	BOSTON TRUST WALDEN SM CAF	Common Collective Trusts	N/A	N/A	3,792,498	49,682,654	51,805,517
	JPMCB STRATEGIC PROPERTY FUND	Common Collective Trusts	N/A	N/A	5,840,586	26,986,130	64,574,581
	WILLIAM BLAIR EMERGING MARKETS	Common Collective Trusts	N/A	N/A	3,387,905	90,000,000	78,900,571
	WILLIAM BLAIR EMERGING SMALL	Common Collective Trusts	N/A	N/A	2,582,997	53,971,359	59,579,916
	Total - Common Collective Trusts					220,640,143	254,860,585
Forward contracts, swaps and options - net							
	3 MONTH SOFR FUT (CME)	Forward contracts, swaps and options - net	N/A	N/A	19	-	5,938
	CAN SYR BOND FUTURE (MSE)	Forward contracts, swaps and options - net	N/A	N/A	(4)	-	(3,421)
	CASSA DEPOSITI E PRESTITI 144A	Forward contracts, swaps and options - net	5/5/2026	5.75%	400,000	399,240	402,824
	CASSA DEPOSITI E PRESTITI 144A	Forward contracts, swaps and options - net	4/30/2029	5.88%	300,000	297,483	305,460
	CCP_CDS_SP UL ROLLS-ROYCE PLC	Forward contracts, swaps and options - net	N/A	N/A	100,000	-	412
	CCP_CDS_SP UL ROLLS-ROYCE PLC	Forward contracts, swaps and options - net	N/A	N/A	(100,000)	(14,485)	-
	CCP_CDX_SP UL CDX.NAIG.43 CM	Forward contracts, swaps and options - net	N/A	N/A	4,300,000	96,896	96,053
	CCP_CDX_SP UL ITRAXX EUROPE 4	Forward contracts, swaps and options - net	N/A	N/A	2,100,000	47,098	43,139
	CCP_IRS_R CAD-CORRA-OIS-COMPO	Forward contracts, swaps and options - net	48366	0.035	4,300,000	-	(133,811)
	CCP_IRS_R EUR-EUROSTR-COMPOUN	Forward contracts, swaps and options - net	47396	0.0206	1,600,000	-	(627)
	CCP_IRS_R USD-SOFR-COMPOUND C	Forward contracts, swaps and options - net	56420	0.035	1,000,000	23,025	76,200
	CCP_IRS_R USD-SOFR-COMPOUND C	Forward contracts, swaps and options - net	49296	0.0375	2,500,000	10,865	68,161
	CCP_IRS_R CAD-CORRA-OIS-COMPC	Forward contracts, swaps and options - net	48366	0.035	(4,300,000)	(102,883)	-
	CCP_OIS_R CAD-CORRA-OIS-COMPO	Forward contracts, swaps and options - net	47296	0.034	1,200,000	-	(24,525)
	CCP_OIS_R CAD-CORRA-OIS-COMPO	Forward contracts, swaps and options - net	47296	0.034	(1,200,000)	(21,935)	-
	CCP_ZCS_P BRL-CDI 1D CME	Forward contracts, swaps and options - net	46391	0.1172	5,900,000	1,779	(52,261)
	CCP_ZCS_P BRL-CDI 1D CME	Forward contracts, swaps and options - net	46391	0.1149	1,600,000	-	(15,295)
	CCP_ZCS_P BRL-CDI 1D CME	Forward contracts, swaps and options - net	46391	0.1156	1,300,000	-	(12,165)
	CCP_ZCS_P BRL-CDI 1D CME	Forward contracts, swaps and options - net	46391	0.1173	1,400,000	-	(12,426)
	CDS_SP UL REPUBLIC OF COLOMBI	Forward contracts, swaps and options - net	N/A	N/A	100,000	-	(464)
	CDS_SP UL REPUBLIC OF COLOMBI	Forward contracts, swaps and options - net	N/A	N/A	100,000	-	(957)
	CDS_SP UL REPUBLIC OF COLOMBI	Forward contracts, swaps and options - net	N/A	N/A	(100,000)	(4,704)	-
	CDS_SP UL REPUBLIC OF COLOMBI	Forward contracts, swaps and options - net	N/A	N/A	(100,000)	(8,921)	-
	CHILE GOVERNMENT INTERNATIONAL	Forward contracts, swaps and options - net	48975	0.035	300,000	299,796	257,922
	EUROPEAN UNION REGS	Forward contracts, swaps and options - net	47396	0.02875	1,600,000	1,721,455	1,684,454
	GOLDEN ST TOBACCO SECURITIZAT	Forward contracts, swaps and options - net	47270	0.02587	500,000	500,000	451,995
	ILLINOIS ST	Forward contracts, swaps and options - net	49400	0.06725	520,385	565,566	541,346
	ILLINOIS ST	Forward contracts, swaps and options - net	49491	0.0735	235,714	266,972	251,307
	LONG GILT FUTURE (ICF)	Forward contracts, swaps and options - net	N/A	N/A	10	-	(27,490)
	PORT AUTH OF NEW YORK & NEW JE	Forward contracts, swaps and options - net	61941	0.03287	400,000	400,000	254,376
	PROV OF ONTARIO	Forward contracts, swaps and options - net	49097	0.0415	800,000	587,229	571,544
	PROV OF ONTARIO	Forward contracts, swaps and options - net	49097	0.0365	1,000,000	707,955	693,919
	PROV OF QUEBEC	Forward contracts, swaps and options - net	49188	0.0445	800,000	600,169	582,878
	PROV OF QUEBEC	Forward contracts, swaps and options - net	49188	0.036	1,100,000	773,167	758,063
	TRS EL LBUTRUU INDEX	Forward contracts, swaps and options - net	N/A	N/A	127,636	-	(713,957)
	TRS EL LBUTRUU INDEX	Forward contracts, swaps and options - net	N/A	N/A	54,686	-	(305,897)
	TRS EL LBUTRUU INDEX	Forward contracts, swaps and options - net	N/A	N/A	127,636	-	(496,198)
	TRS EL LUATRUU INDEX	Forward contracts, swaps and options - net	N/A	N/A	32,602	-	(583,576)
	TRS EL LUATRUU INDEX	Forward contracts, swaps and options - net	N/A	N/A	6,807	-	(243,963)
	TRS EL LUATRUU INDEX	Forward contracts, swaps and options - net	N/A	N/A	11,578	-	(859,088)
	TRS EL LUATRUU INDEX	Forward contracts, swaps and options - net	N/A	N/A	6,796	-	(121,648)

UFCW CONSOLIDATED PENSION FUND

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

DECEMBER 31, 2024

Form 5500 Schedule H Item 4i

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

		(c) Description of investment including maturity date, rate of interest 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
	TRS EL LUTLRIU INDEX	Forward contracts, swaps and options - net	N/A	N/A	17,205	\$ -	\$ (2,017,974)
	TRS EL LUTLRIU INDEX	Forward contracts, swaps and options - net	N/A	N/A	3,941	-	(695,192)
	TRS EL LUTLRIU INDEX	Forward contracts, swaps and options - net	N/A	N/A	6,518	-	(1,930,110)
	TRS EL LUTLRIU INDEX	Forward contracts, swaps and options - net	N/A	N/A	3,742	-	(438,899)
	TRS EL MIMUWORN INDEX	Forward contracts, swaps and options - net	N/A	N/A	41,992	-	(4,060,217)
	TRS EL NDUEEGF INDEX	Forward contracts, swaps and options - net	N/A	N/A	100,441	-	(79,248)
	TRS EL SPTR INDEX	Forward contracts, swaps and options - net	N/A	N/A	8,108	-	(1,376,001)
	TRS EL SPTR INDEX	Forward contracts, swaps and options - net	N/A	N/A	6,457	-	2,699,581
	TRS EL SPTR INDEX	Forward contracts, swaps and options - net	N/A	N/A	14,276	-	(4,501,380)
	US 10YR TREAS NTS FUTURE [CBT]	Forward contracts, swaps and options - net	N/A	N/A	340	-	(313,438)
	US 10YR ULTRA FUTURE [CBT]	Forward contracts, swaps and options - net	N/A	N/A	(6)	-	10,688
	US 2YR TREAS NTS FUT [CBT]	Forward contracts, swaps and options - net	N/A	N/A	49	-	(10,336)
	US 5YR TREAS NTS FUTURE [CBT]	Forward contracts, swaps and options - net	N/A	N/A	(84)	-	34,781
	US TREAS BD FUTURE [CBT]	Forward contracts, swaps and options - net	N/A	N/A	2	-	(4,891)
	Total - Forward contracts, swaps and options - net					7,145,767	(9,244,414)
	Total assets (held at end of year)					\$ 3,752,969,679	\$ 5,355,455,737

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

Distribution of Active Participants

Measurement Date: January 1, 2024

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

Age	1 - 4			5 - 9			10 - 14			15 - 19			20 - 24			25 - 29			30 - 34			35 - 39			40 +		
	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.
Under 25	10,509	\$21,615	\$ 24	1,332	\$27,469	\$ 74	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25 - 29	5,423	\$22,417	\$ 27	4,164	\$32,490	\$ 112	400	\$36,862	\$ 187	5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
30 - 34	3,441	\$23,218	\$ 28	2,622	\$32,366	\$ 119	1,965	\$38,804	\$ 222	855	\$41,639	\$ 344	8	-	-	-	-	-	-	-	-	-	-	-	-	-	-
35 - 39	2,654	\$23,520	\$ 28	1,690	\$33,153	\$ 117	1,258	\$38,515	\$ 232	1,623	\$39,814	\$ 381	545	\$43,754	\$ 585	15	-	-	-	-	-	-	-	-	-	-	-
40 - 44	2,398	\$23,367	\$ 28	1,462	\$34,057	\$ 122	871	\$39,153	\$ 239	933	\$38,501	\$ 381	935	\$40,563	\$ 690	440	\$44,301	\$ 912	4	-	-	-	-	-	-	-	-
45 - 49	2,034	\$23,037	\$ 28	1,344	\$33,260	\$ 121	692	\$38,311	\$ 240	684	\$39,578	\$ 396	620	\$41,304	\$ 705	703	\$41,880	\$ 963	273	\$45,730	\$ 1,087	3	-	-	-	-	-
50 - 54	2,104	\$23,706	\$ 29	1,478	\$32,787	\$ 121	758	\$37,565	\$ 238	866	\$39,071	\$ 389	622	\$41,581	\$ 707	551	\$40,841	\$ 970	708	\$42,636	\$ 1,186	421	\$45,210	\$ 1,419	1	-	-
55 - 59	2,243	\$22,990	\$ 31	1,728	\$31,932	\$ 120	895	\$37,443	\$ 239	1,004	\$38,286	\$ 394	684	\$40,086	\$ 677	533	\$40,859	\$ 945	431	\$40,963	\$ 1,163	676	\$46,124	\$ 1,505	299	\$48,186	\$ 1,702
60 - 64	2,096	\$22,904	\$ 30	1,819	\$30,211	\$ 114	1,027	\$35,211	\$ 234	992	\$37,077	\$ 386	712	\$39,039	\$ 681	527	\$39,053	\$ 1,007	377	\$40,409	\$ 1,203	313	\$44,145	\$ 1,495	834	\$48,734	\$ 1,822
65 - 69	1,335	\$20,044	\$ 27	1,147	\$26,353	\$ 104	516	\$31,371	\$ 204	461	\$34,632	\$ 370	260	\$37,076	\$ 635	190	\$39,559	\$ 941	109	\$40,006	\$ 1,132	73	\$40,820	\$ 1,449	182	\$48,735	\$ 1,872
70 +	1,042	\$18,369	\$ 24	445	\$22,970	\$ 77	96	\$28,924	\$ 182	84	\$34,124	\$ 356	37	\$30,866	\$ 499	27	\$34,525	\$ 818	9	-	-	7	-	-	9	-	-

Notes

- Average compensation shown above is for the prior plan year (ending December 31, 2023) and only applies to the 72,335 active participants who are employees of The Kroger Co. who are accruing benefits under the Consolidated Plan.
- Average compensation and accrued monthly benefit is not shown for groupings with fewer than 20 employees.
- There are no active participants included in the valuation with less than one (1) year of service.



Schedule MB, Line 3d – Withdrawal Liability Amounts

Withdrawal liability payments represented \$15,808 of the \$103,911,001 in contributions shown on Line 3. Withdrawal liability payments were made throughout the Plan Year (beginning January 1, 2024 and ending December 31, 2024).

Payment Date	Periodic Amounts	Lump Sum Amounts	Total Amounts
1/3/2024	\$3,952		\$3,952
4/2/2024	\$3,952		\$3,952
7/16/2024	\$3,952		\$3,952
10/15/2024	\$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 1/1/2024 Period	Balance	Annual Payment
Prior Atlanta Plan						
ENIL (2008)	1/1/2009	29.00	\$297,486,733	14.00	\$ 215,775,855	\$ 23,644,491
ENIL (2008)	1/1/2010	28.00	49,726,012	14.00	36,450,396	3,994,196
ENIL (2008)	1/1/2011	27.00	56,264,834	14.00	41,719,327	4,571,561
Assumption	1/1/2011	15.00	1,284,647	2.00	261,145	135,291
Prior Central Ohio Plan						
Amendment	1/1/1997	Not Available		3.00	9,806,695	3,507,948
Amendment	1/1/1998	Not Available		4.00	2,944	817
Amendment	1/1/1999	Not Available		5.00	16,359,030	3,761,279
Amendment	1/1/2001	Not Available		7.00	159,680	28,044
Assumption	1/1/2007	Not Available		13.00	42,856,339	4,906,121
ENIL (2008)	1/1/2009	Not Available		14.00	62,069,205	6,801,478
ENIL (2008)	1/1/2010	Not Available		14.00	10,351,326	1,134,288
ENIL (2008)	1/1/2011	Not Available		14.00	11,982,672	1,313,048
Prior Indiana Plan						
Amendment	1/1/1996	Not Available		2.00	795,188	411,962
Amendment	1/1/1997	Not Available		3.00	5,265,377	1,883,475
Amendment	1/1/1999	Not Available		5.00	2,477,070	569,530
Amendment	1/1/2000	Not Available		6.00	6,933,443	1,374,080
Assumption	1/1/2000	Not Available		6.00	1,922,569	381,017
ENIL (2008)	1/1/2009	Not Available		14.00	39,233,135	4,299,126
Assumption	1/1/2010	Not Available		1.00	139,001	139,001
ENIL (2008)	1/1/2011	Not Available		14.00	21,475,526	2,353,265
Prior NW Ohio Plan						
Amendment	1/1/1995	Not Available		1.00	48,230	48,230
Amendment	1/1/1996	Not Available		2.00	59,554	30,856
Amendment	1/1/1998	Not Available		4.00	797,396	221,466
Amendment	1/1/2000	Not Available		6.00	342,130	67,805
Amendment	1/1/2001	Not Available		7.00	221,261	38,859
Amendment	1/1/2002	Not Available		8.00	165,235	26,241
Exper Loss	1/1/2011	Not Available		2.00	558,664	289,428

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 1/1/2024 Period	Outstanding at 1/1/2024 Balance	Annual Payment
<i>Prior Non-Food Plan</i>						
Amendment	1/1/1995	Not Available		1.00	2,091	2,091
Amendment	1/1/1996	Not Available		2.00	7,842	4,066
Amendment	1/1/1997	Not Available		3.00	30,322	10,845
Amendment	1/1/1998	Not Available		4.00	20,830	5,785
Amendment	1/1/1999	Not Available		5.00	14,455	3,324
Amendment	1/1/2000	Not Available		6.00	24,059	4,767
Amendment	1/1/2001	Not Available		7.00	61,181	10,744
Amendment	1/1/2002	Not Available		8.00	87,258	13,858
Amendment	1/1/2003	Not Available		9.00	75,259	10,974
Amendment	1/1/2004	Not Available		10.00	11,924	1,616
Amendment	1/1/2005	Not Available		11.00	15,486	1,969
Exper Loss	1/1/2007	Not Available		13.00	130,378	14,925
Exper Loss	1/1/2011	Not Available		2.00	28,846	14,943
Exper Loss	1/1/2012	Not Available		3.00	307,611	110,033
Exper Loss	1/1/2014	Not Available		5.00	29,644	6,816
Exper Loss	1/1/2015	Not Available		6.00	118,982	23,579
Assumption	1/1/2016	Not Available		7.00	393,357	69,086
Exper Loss	1/1/2016	Not Available		7.00	311,728	54,749
Amendment	1/1/1997	Not Available		3.00	8,329	2,977
Amendment	1/1/1998	Not Available		4.00	4,062	1,130
Amendment	1/1/2000	Not Available		6.00	3,983	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 1/1/2024		Annual Payment
				Period	Balance	
Prior Midwest Plan						
Amendment	12/1/1979	Not Available		0.92	116,048	116,048
Amendment	12/1/1980	Not Available		1.92	37,338	20,127
Amendment	12/1/1991	Not Available		2.92	56,415	20,697
Amendment	12/1/1989	Not Available		0.92	92,792	92,792
Amendment	12/1/1989	Not Available		0.92	1,931	1,931
Amendment	12/1/1990	Not Available		1.92	192,028	103,506
Amendment	12/1/1990	Not Available		1.92	9,418	5,076
Amendment	12/1/1991	Not Available		2.92	8,815	3,232
Amendment	12/1/1992	Not Available		3.92	1,439,546	407,153
Amendment	12/1/1992	Not Available		3.92	18,659	5,278
Amendment	12/1/1993	Not Available		4.92	877,983	204,706
Amendment	12/1/1997	Not Available		8.92	2,679,713	393,374
Amendment	12/1/1994	Not Available		5.92	43,199	8,658
Amendment	12/1/1995	Not Available		6.92	2,389,473	423,544
Amendment	12/1/1996	Not Available		7.92	2,738,772	438,342
Amendment	12/1/1999	Not Available		10.92	275,048	35,151
Amendment	12/1/2000	Not Available		11.92	821,038	99,171
Amendment	12/1/2001	Not Available		12.92	236,792	27,214
Amendment	12/1/2002	Not Available		13.92	123,286	13,556
Amendment	12/1/2003	Not Available		14.92	74,515	7,877
Amendment	12/1/2004	Not Available		15.92	94,262	9,618
Exper Loss	12/1/2008	Not Available		4.92	11,224,666	2,617,099
Exper Loss	12/1/2010	Not Available		1.92	2,219,363	1,196,258
Exper Loss	12/1/2011	Not Available		2.92	1,073,886	393,969
Exper Loss	12/1/2013	Not Available		4.92	1,783,350	415,800
Assumption	12/1/2013	Not Available		4.92	2,692,811	627,845
Exper Loss	12/1/2014	Not Available		5.92	3,480,591	697,549
Exper Loss	12/1/2015	Not Available		6.92	5,857,809	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 1/1/2024 Period	Balance	Annual Payment
Prior SRT Plan						
Amendment	10/1/1994	Not Available		0.75	678,504	678,504
Amendment	10/1/1997	Not Available		3.75	11,265,090	3,308,679
Amendment	6/1/1998	Not Available		4.42	21,820,035	5,567,586
Assumption	10/1/1999	Not Available		5.75	4,754,985	975,093
Amendment	10/1/2006	Not Available		12.75	4,957,139	574,198
Assumption	10/1/2007	Not Available		13.75	32,400,667	3,587,783
Amendment	1/1/1995	Not Available		1.00	51,473	51,473
Amendment	1/1/1996	Not Available		2.00	82,588	42,786
Amendment	1/1/1997	Not Available		3.00	581,563	208,031
Amendment	1/1/1998	Not Available		4.00	982,099	272,765
Amendment	1/1/1999	Not Available		5.00	86,106	19,798
Assumption	1/1/1999	Not Available		5.00	540,324	124,232
Amendment	1/1/2000	Not Available		6.00	392,045	77,696
Assumption	1/1/2000	Not Available		6.00	758,140	150,249
Amendment	1/1/2001	Not Available		7.00	1,371,918	240,947
Assumption	1/1/2002	Not Available		8.00	854,346	135,684
Amendment	1/1/2003	Not Available		9.00	335,792	48,968
Assumption	1/1/2004	Not Available		10.00	134,614	18,243
Assumption	1/1/2006	Not Available		12.00	350,990	42,209
Amendment	1/1/2007	Not Available		13.00	57,291	6,558
Exper Loss	10/1/2009	Not Available		0.75	9,300,165	9,300,165
Exper Loss	10/1/2010	Not Available		1.75	9,862,952	5,788,312
Assumption	10/1/2011	Not Available		2.75	8,286,122	3,205,384
Exper Loss	10/1/2011	Not Available		2.75	22,984,715	8,891,355
Exper Loss	10/1/2012	Not Available		3.75	12,349,566	3,627,201
Exper Loss	10/1/2013	Not Available		4.75	10,675,100	2,561,713
Amendment	7/1/1995	Not Available		1.50	937,124	635,975
Amendment	7/1/1997	Not Available		3.50	838,636	261,638
Amendment	7/1/1998	Not Available		4.50	6,542,347	1,643,106
Amendment	7/1/1999	Not Available		5.50	54,376	11,560
Assumption	7/1/1999	Not Available		5.50	1,444,389	307,062
Amendment	7/1/2000	Not Available		6.50	17,657	3,285

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 1/1/2024 Period	Balance	Annual Payment
Prior SRT Plan (Cont.)						
Amendment	7/1/2001	Not Available		7.50	5,455,070	909,076
Amendment	7/1/2003	Not Available		9.50	183,436	25,753
Assumption	7/1/2003	Not Available		9.50	2,305,727	323,710
Amendment	7/1/2005	Not Available		11.50	42,697	5,275
Assumption	7/1/2007	Not Available		13.50	3,311,758	370,688
Exper Loss	7/1/2009	Not Available		0.50	3,305,042	3,305,042
Assumption	7/1/2011	Not Available		2.50	2,117,033	892,992
Exper Loss	7/1/2012	Not Available		3.50	5,597,558	1,746,333
Exper Loss	7/1/2013	Not Available		4.50	757,833	190,329
Exper Loss	7/1/2014	Not Available		5.50	1,318,030	280,199
Exper Loss	10/1/2014	Not Available		5.75	2,335,460	478,928
Method	10/1/2014	Not Available		0.75	1,288,951	1,288,951
Exper Loss	10/1/2014	Not Available		5.75	11,956,467	2,451,885
Assumption	10/1/2015	Not Available		6.75	11,143,891	2,012,905
Exper Loss	10/1/2015	Not Available		6.75	27,770,112	5,016,076
Exper Loss	10/1/2016	Not Available		7.75	21,036,783	3,420,629
Exper Loss	10/1/2017	Not Available		8.75	29,659,329	4,412,996
Assumption	10/1/2017	Not Available		8.75	43,273,373	6,438,621
Exper Loss	10/1/2018	Not Available		9.75	17,751,059	2,447,744
Assumption	10/1/2018	Not Available		9.75	155,797,002	21,483,297
Exper Loss	10/1/2019	Not Available		10.75	53,151,126	6,861,705
Assumption	10/1/2020	Not Available		11.75	16,403,084	1,999,004

See the comments following the exhibit.



Schedule MB, Lines 9c and 9h

Schedule of Funding Standard Account Bases

<i>Funding Standard Account Amortization Bases (cont.)</i>						
Charges				[Schedule MB, Line 9c]		
Type	Date Established	Initial Period	Initial Balance	Outstanding at 1/1/2024 Period	Balance	Annual Payment
Consolidated Plan						
Amendment	1/1/2012	15.00	1,754,947	3.00	516,677	184,821
Exper Loss	1/1/2012	15.00	33,532,801	3.00	9,872,485	3,531,479
ENIL (2008)	1/1/2012	26.00	53,460,817	14.00	40,137,991	4,398,280
ENIL (2008)	1/1/2013	25.00	91,926,939	14.00	69,962,550	7,666,423
ENIL (2008)	1/1/2014	24.00	109,745,734	14.00	84,770,885	9,289,104
Amendment	1/1/2015	15.00	8,608,015	6.00	4,574,327	906,546
Amendment	1/1/2015	15.00	63,360,520	6.00	33,669,988	6,672,761
Amendment	1/1/2015	15.00	3,382,601	6.00	1,797,524	356,236
Assumption	1/1/2015	15.00	138,469,235	6.00	73,582,997	14,582,774
Exper Loss	1/1/2015	15.00	160,742,739	6.00	85,419,206	16,928,490
Exper Loss	1/1/2016	15.00	230,809,145	7.00	138,403,029	24,307,476
Amendment	1/1/2016	15.00	1,624,016	7.00	974,470	171,144
Amendment	7/1/2016	15.00	16,942,241	7.50	10,731,590	1,788,398
Exper Loss	1/1/2017	15.00	213,946,528	8.00	141,965,873	22,546,429
Exper Loss	1/1/2018	15.00	203,920,201	9.00	147,362,216	21,489,820
Exper Loss	1/1/2019	15.00	155,273,157	10.00	120,742,388	16,363,225
Exper Loss	1/1/2020	15.00	85,188,517	11.00	70,599,488	8,977,462
Amendment	1/1/2022	15.00	4,690,067	13.00	4,317,460	494,256
Total Charges					\$2,191,686,390	\$ 355,111,358
Charge Base Subtotals:						
(i) All Other Bases					\$2,191,686,390	\$ 355,111,358
(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 1/1/2024 Period	Balance	Annual Payment
Prior Atlanta Plan						
Amendment	1/1/2010	15.00	\$ 23,120,626	1.00	\$ 2,434,926	\$ 2,434,926
Exper Gain	1/1/2010	15.00	232,505,917	1.00	24,486,167	24,486,167
Exper Gain	1/1/2011	15.00	59,503,948	2.00	12,096,018	6,266,609
Prior Central Ohio Plan						
Amendment	1/1/2007	Not Available		13.00	3,506,555	401,424
Exper Gain	1/1/2010	Not Available		1.00	4,437,245	4,437,245
Amendment	2/1/2010	Not Available		1.08	8,438,293	7,812,401
Exper Gain	1/1/2011	Not Available		2.00	4,694,763	2,432,228
Prior Indiana Plan						
Exper Gain	1/1/2010	Not Available		1.00	2,754,344	2,754,344
ENIL (2008)	1/1/2010	Not Available		14.00	7,714,852	845,385
Exper Gain	1/1/2011	Not Available		2.00	3,309,084	1,714,342
Amendment	1/1/2011	Not Available		2.00	479,426	248,376
Prior NW Ohio Plan						
Assumption	1/1/2010	Not Available		1.00	514,590	514,590
Exper Gain	1/1/2010	Not Available		1.00	682,696	682,696
Amendment	4/1/2010	Not Available		1.25	334,048	269,629
Assumption	9/1/2010	Not Available		1.67	404,052	248,253
Prior Non-Food Plan						
Assumption	1/1/1998	Not Available		4.00	47,486	13,188
Exper Gain	1/1/2010	Not Available		1.00	27,538	27,538
Exper Gain	1/1/2013	Not Available		4.00	12,487	3,468
Assumption	1/1/1996	Not Available		2.00	4,564	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 1/1/2024		Annual Payment
				Period	Balance	
Prior SRT Plan						
Amendment	1/1/2004		Not Available	10.50	\$ 1,941,702	\$ 254,620
Assumption	1/1/2007		Not Available	13.00	2,219,485	254,083
Amendment	1/1/2011		Not Available	2.00	36,648,933	18,986,797
Amendment	10/1/2011		Not Available	2.75	185,444	71,736
Assumption	10/1/2012		Not Available	3.75	400,898	117,748
Amendment	10/1/2012		Not Available	3.75	83,554	24,540
Amendment	10/1/2013		Not Available	4.75	3,646,687	875,099
Amendment	11/1/2007		Not Available	13.83	2,101,304	231,895
Exper Gain	7/1/2010		Not Available	1.50	337,139	228,798
Amendment	7/1/2010		Not Available	1.50	1,729,954	1,174,025
Amendment	1/1/2011		Not Available	2.00	1,327,124	687,547
Exper Gain	7/1/2011		Not Available	2.50	778,014	328,176
Amendment	1/1/2012		Not Available	3.00	290,297	103,843
Amendment	7/1/2013		Not Available	4.50	133,755	33,593
Assumption	10/1/2014		Not Available	5.75	3,230,506	662,472
Method	10/1/2014		Not Available	0.75	244,448	244,448
Amendment	10/1/2014		Not Available	5.75	1,799,687	369,058
Amendment	10/1/2015		Not Available	6.75	628,720	113,565
Amendment	10/1/2016		Not Available	7.75	10,835,601	1,761,894
Amendment	1/1/2017		Not Available	8.00	29,986,402	4,762,316
Amendment	10/1/2017		Not Available	8.75	7,089,798	1,054,887
Amendment	10/1/2019		Not Available	10.75	2,818,342	363,843
Exper Gain	10/1/2020		Not Available	11.75	30,880,402	3,763,319
Exper Gain	6/30/2021	15.00	33,314,011	12.50	29,990,782	3,516,270
Consolidated Plan						
Amendment	1/1/2012	15.00	13,190,309	3.00	3,883,389	1,389,127
Assumption	1/1/2012	15.00	1,497,793	3.00	440,967	157,739
Exper Gain	1/1/2013	15.00	14,831,978	4.00	5,624,090	1,562,017
Exper Gain	1/1/2014	15.00	4,641,213	5.00	2,125,883	488,786
Assumption	1/1/2018	15.00	41,737,650	9.00	30,161,566	4,398,459
Exper Gain	1/1/2021	15.00	86,611,107	12.00	75,898,032	9,127,379
Amendment	7/1/2021	15.00	100,281,015	12.50	90,277,514	10,584,590
Exper Gain	1/1/2022	15.00	188,622,910	13.00	173,637,571	19,877,738
Exper Gain	1/1/2023	15.00	117,711	14.00	113,204	12,405
Exper Gain	1/1/2024	15.00	18,908,347	15.00	18,908,347	1,992,627
Total Credits					\$ 646,778,675	\$ 145,170,614
Net Total					\$1,544,907,715	\$ 209,940,744



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 2.55% to 3.29%, 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 2024 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 Fund	
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	3.29%
	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 2024 or 2023 Plan Years.	



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 64.52. This average is based on the active population in the January 1, 2024 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 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	224	354	293	8
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 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, 2024 and ending December 31, 2024
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, 2024 and ending December 31, 2024. Kroger made contributions of \$40,000,000 on February 2, 2024, \$57,077,935 on June 30, 2024, and \$6,000,000 on September 19, 2024, totaling \$103,077,935. The remaining \$833,066 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.



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, 2024

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

Plan Year Beginning January 1	Employer Contributions	Withdrawal Liability Payments	Total
2024	\$ 103,769,047	\$ 0	\$ 103,769,047
2025	222,164,412	0	222,164,412
2026	237,517,311	0	237,517,311
2027	261,581,391	0	261,581,391
2028	201,776,060	0	201,776,060
2029	200,410,059	0	200,410,059
2030	200,130,194	0	200,130,194
2031	157,232,862	0	157,232,862
2032	5,719,673	0	5,719,673
2033	151,512,558	0	151,512,558

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 2022 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, 2024

[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
2024	15,617,978	39,077,925	363,917,952	418,613,855
2025	30,546,784	46,914,804	350,813,515	428,275,103
2026	44,438,864	77,585,809	338,866,434	460,891,107
2027	56,961,371	87,303,100	327,263,344	471,527,815
2028	68,573,823	96,863,110	315,890,331	481,327,264
2029	79,154,931	106,276,196	304,556,556	489,987,683
2030	88,757,979	114,979,461	293,355,021	497,092,461
2031	97,361,821	123,842,454	282,393,357	503,597,632
2032	104,735,105	132,933,133	271,260,436	508,928,674
2033	111,144,022	141,781,875	259,820,890	512,746,787
2034	116,485,629	150,131,170	248,101,709	514,718,508
2035	120,952,518	157,644,861	236,133,784	514,731,163
2036	124,575,002	164,627,405	223,952,984	513,155,391
2037	127,542,282	170,720,346	211,600,209	509,862,837
2038	129,862,796	175,032,398	199,121,509	504,016,703
2039	131,553,715	178,912,088	186,568,409	497,034,212
2040	132,894,740	181,562,100	173,998,483	488,455,323
2041	133,706,764	183,663,088	161,475,231	478,845,083
2042	133,961,892	185,403,525	149,067,360	468,432,777
2043	133,805,791	186,225,839	136,847,242	456,878,872
2044	133,337,862	186,418,520	124,889,569	444,645,951
2045	132,262,209	186,265,461	113,269,671	431,797,341
2046	130,889,424	185,059,734	102,061,732	418,010,890
2047	129,020,769	183,663,080	91,336,839	404,020,688
2048	126,798,360	181,467,899	81,160,729	389,426,988

Notes

- 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, 2024

[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
2049	124,242,382	178,751,970	71,591,847	374,586,199
2050	121,310,118	175,587,220	62,678,087	359,575,425
2051	118,117,934	172,066,219	54,454,624	344,638,777
2052	114,525,921	168,018,482	46,942,733	329,487,136
2053	110,604,953	163,756,032	40,149,430	314,510,415
2054	106,491,650	158,929,780	34,069,483	299,490,913
2055	102,220,734	153,998,885	28,685,003	284,904,622
2056	97,783,812	148,623,794	23,967,773	270,375,379
2057	93,253,328	142,770,160	19,880,306	255,903,794
2058	88,670,701	136,564,381	16,378,140	241,613,222
2059	84,104,679	130,144,534	13,411,439	227,660,652
2060	79,689,761	123,649,282	10,926,745	214,265,788
2061	75,355,633	117,093,950	8,868,848	201,318,431
2062	71,171,765	110,573,931	7,182,835	188,928,531
2063	67,104,557	104,078,532	5,815,495	176,998,584
2064	63,178,756	97,620,882	4,716,629	165,516,267
2065	59,409,501	91,252,067	3,840,270	154,501,838
2066	55,740,960	85,045,334	3,146,001	143,932,295
2067	52,200,509	78,989,459	2,597,954	133,787,922
2068	48,701,844	73,163,085	2,166,088	124,031,017
2069	45,309,730	67,602,760	1,825,258	114,737,748
2070	42,109,772	62,326,147	1,554,786	105,990,705
2071	39,092,800	57,332,078	1,337,586	97,762,464
2072	36,248,723	52,617,077	1,163,404	90,029,204
2073	33,568,526	48,175,569	1,021,001	82,765,096

Notes

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



UFCW CONSOLIDATED PENSION FUND

INFORMATION ON CONTRIBUTION RATES AND BASE UNITS

DECEMBER 31, 2024

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	\$ 41,949.00
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	\$ 21,628.00
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

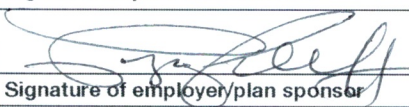
Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the 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 2024 This Form is Open to Public Inspection
--	---	---

Part I	Annual Report Identification Information
For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
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 ☐ the first return/report ☐ an amended return/report ☐ the final 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			LEON E. SHEPPARD, JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/6/25	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

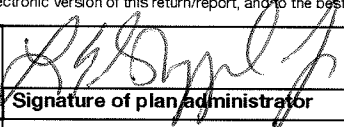
Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the 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 2024 This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information
For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
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		10/9/25	LEON E. SHEPPARD, JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			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 (2024)
v. 240311

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:	4b EIN
a Sponsor's name c Plan Name	4d PN

5 Total number of participants at the beginning of the plan year	5	365,494
---	----------	---------

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	6a(1)	184,887
a(2) Total number of active participants at the end of the plan year	6a(2)	166,161
b Retired or separated participants receiving benefits	6b	58,123
c Other retired or separated participants entitled to future benefits	6c	118,419
d Subtotal. Add lines 6a(2), 6b, and 6c	6d	342,703
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	4,871
f Total. Add lines 6d and 6e	6f	347,574
g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	6g(1)	
(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g(2)	
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	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)	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	(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 2024 This Form is Open to Public Inspection
---	---	--

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

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.

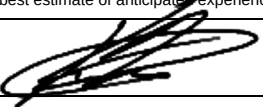
A Name of plan UFCW Consolidated Pension Fund	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Board of Trustees of UFCW Consolidated Pension Fund	D Employer Identification Number (EIN) 58-6101602

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

1a Enter the valuation date: Month 01 Day 01 Year 2024	
b Assets	
(1) Current value of assets	1b(1) 5,163,546,287
(2) Actuarial value of assets for funding standard account	1b(2) 5,457,694,227
c (1) Accrued liability for plan using immediate gain methods	1c(1) 6,012,476,417
(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) 6,012,476,417
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) 10,209,086,994
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b) 141,570,806
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c) 441,651,409
(3) Expected plan disbursements for the plan year	1d(3) 419,406,671

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	9/4/2025 Date 2307423 Most recent enrollment number
KEVIN CULP, FSA, EA Type or print name of actuary HORIZON ACTUARIAL SERVICES, LLC Firm name	240-247-4528 Telephone number (including area code)

8601 GEORGIA AVENUE SUITE 905
SILVER SPRING MD 20910
Address of the firm

a Current value of assets (see instructions)	2a	5,355,928,086
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	62,069	4,401,178,203
(2) For terminated vested participants	114,591	3,388,834,279
(3) For active participants:		
(a) Non-vested benefits		103,960,573
(b) Vested benefits		2,315,113,939
(c) Total active.....	82,633	2,419,074,512
(4) Total.....	259,293	10,209,086,994
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage.....	2c	52.46 %

(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
02/02/2024	40,000,000				
06/30/2024	57,077,935				
06/30/2024	833,066				
09/19/2024	6,000,000				
			Totals ►	3(b)	103,911,001
					3(c)
					0

Line 3: Contributions of \$833,066 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	3.29 %
	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	7.4 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	9.0 %
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)	15,395,625
(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	-18,908,347	-1,992,627

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 the plan received an amortization extension for this plan year under Code section 431(d), enter the difference between the amount necessary to satisfy the plan's minimum funding standard for this plan year and the amount that would have been necessary without using the shortfall method or extending the amortization period(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	68,890,227

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)	2,191,686,390	355,111,358
(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	31,800,119
e Total charges. Add lines 9a through 9d.....	9e	455,801,704

Credits to funding standard account:		
f Prior year credit balance, if any.....	9f	990,125,525
g Employer contributions. Total from column (b) of line 3.....	9g	103,911,001

		Outstanding balance	
h Amortization credits as of valuation date.....	9h	646,778,675	145,170,614

i Interest as applicable to end of plan year on lines 9f, 9g, and 9h	9i	90,177,882
---	-----------	------------

j Full funding limitation (FFL) and credits:		
(1) ERISA FFL (accrued liability FFL).....	9j(1)	
(2) "RPA '94" override (90% current liability FFL).....	9j(2)	
(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	1,329,385,022
--	-----------	---------------

m Credit balance: If line 9l is greater than line 9e, enter the difference	9m	873,583,318
---	-----------	-------------

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
---	--