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SOUND RETIREMENT TRUST

January 27, 2017

This package contains two notices that must be provided to all participants in the Sound Retirement Trust. The first notice is the Annual Funding Notice that is provided every year and has information for the plan year recently ended on September 30, 2016. The second notice is a Notice of Critical Status that applies to the current plan year that began October 1, 2016 and will end September 30, 2017. You do not need to take any action as a result of receiving these notices. They are informational only.

You are also being provided information about: (i) returning to work after you retire, (ii) participants who reach age 70 ½ and are not receiving a pension, and (iii) death benefits for surviving spouses.

For more information regarding these notices please contact the Plan Administrator, Zenith American Solutions, Inc. at (206) 282-4500, option 2, then option 3 or (800) 225-7620, option 2, then option 3.

ANNUAL FUNDING NOTICE

FOR

SOUND RETIREMENT TRUST

Introduction

This notice includes important information about the funding status of your multiemployer pension plan, the Sound Retirement Trust (referred to hereafter as "Plan"). It also includes general information about the benefit payments guaranteed by the Pension Benefit Guaranty Corporation ("PBGC"), a federal insurance agency. All traditional pension plans (called "defined benefit pension plans") must provide this notice every year regardless of their funding status. This notice does not mean that the Plan is terminating. It is provided for informational purposes and you are not required to respond in any way. This notice is required by federal law. This notice is for the plan year beginning October 1, 2015 and ending September 30, 2016 (referred to hereafter as "Plan Year").

How Well Funded Is Your Plan

The law requires the administrator of the Plan to tell you how well the Plan is funded, using a measure called the "funded percentage." The Plan divides its assets by its liabilities on the valuation date for the Plan Year to get this percentage. In general, the higher the percentage, the better funded the plan. The Plan's funded percentage for the Plan Year and each of the two preceding plan years is shown in the chart below. The chart also states the value of the Plan's assets and liabilities for the same period.

	2015-2016 Plan Year	**2014-2015 Plan Year**	**2013-2014 Plan Year**
Valuation Date	October 1, 2015	October 1, 2014	October 1, 2013
Funded Percentage	81.0%	83.7%	88.8%
Value of Assets	$2,286,416,155	$2,275,387,340	$2,008,350,940
Value of Liabilities	$2,823,923,018	$2,718,408,348	$2,261,545,898

Year-End Fair Market Value of Assets

The asset values in the chart above are measured as of the Valuation Date. They also are "actuarial values." Actuarial values differ from market values in that they do not fluctuate daily based on changes in the stock or other markets. Actuarial values smooth out those fluctuations and can allow for more predictable levels of future contributions. Despite the fluctuations, market values tend to show a clearer picture of a plan's funded status at a given point in time. The asset values in the chart below are market values and are measured on the last day of the Plan Year. The chart also includes the year-end market value of the Plan's assets for each of the two preceding plan years.

	September 30, 2016	September 30, 2015	September 30, 2014
Fair Market Value of Assets	$2,092,448,639*	$2,037,331,296	$2,163,041,397

* *At the time of this notice, audited assets for September 30, 2016 are not available. The value listed above represents the plan's best estimate of assets.*

Endangered, Critical, or Critical and Declining Status

Under federal pension law, a plan generally is in "endangered" status if its funded percentage is less than 80 percent. A plan is in "critical" status if the funded percentage is less than 65 percent (other factors may also apply). A plan is in "critical and declining" status if it is in critical status and is projected to become insolvent (run out of money to pay benefits) within 15 years (or within 20 years if a special rule applies). If a pension plan enters endangered status, the trustees of the plan are required to adopt a funding improvement plan. Similarly, if a pension plan enters critical status or critical and declining status, the trustees of the plan are required to adopt a rehabilitation plan. Funding improvement and rehabilitation plans establish steps and benchmarks for pension plans to improve their funding status over a specified period of time. The plan sponsor of a plan in critical and declining status may apply for approval to amend the plan to reduce current and future payment obligations to participants and beneficiaries.

The Plan was in "critical" status in the Plan Year ending September 30, 2016 because it was in critical status last year and is projected to have a funding deficiency during the next 10 years. In an effort to improve the Plan's funding situation, the Trustees adopted a Rehabilitation Plan on December 14, 2010 and last updated this Rehabilitation Plan June 22, 2016 to increase contributions and make benefit modifications. The 2016 Rehabilitation Plan update eliminates certain benefit features (cost-of-living increases, early retirement subsidies) for active participants, applies early retirement reductions to future retirements under disability, increases the hours threshold for earning Credited Service and avoiding a break in service, and eliminates the ability for current and future terminated vested participants to elect early retirement. The Trustees will continue to review progress annually as required by law. You may obtain a copy of the Rehabilitation Plan and the actuarial and financial data that demonstrates any action taken by the Plan toward fiscal improvement by contacting the Plan administrator at the address or telephone number below.

If the Plan is in endangered, critical or critical and declining status for the plan year ending September 30, 2017, separate notification of that status has been or will be provided.

Participant Information

The total number of participants and beneficiaries covered by the Plan on the valuation date was 96,256. Of this number, 39,883 were current employees, 17,974 were retired and receiving benefits, and 38,399 were retired or no longer working for the employer and have a right to future benefits.

Funding & Investment Policies

Every pension plan must have a procedure to establish a funding policy for plan objectives. A funding policy relates to how much money is needed to pay promised benefits. The funding policy of the Plan is to maintain a balance such that Plan resources will fund Plan obligations. Plan resources include accumulated Plan assets plus expected future contributions and investment income. Plan obligations include benefit payments to current and future retirees and beneficiaries and expected expenses from Plan assets.

Pension plans also have investment policies. These generally are written guidelines or general instructions for making investment management decisions. The general investment objective of the Plan is the preservation of capital plus a return from capital appreciation and current income that meet its actuarial assumptions, over the long term. With the assistance of an independent investment consultant, the Trustees select professional investment managers and/or commingled funds and allocate the assets of the Plan to seek to achieve the stated investment objectives and to control risk and establish reasonable guidelines for each asset class and investment account, specifying acceptable and/or prohibited investments, limits on asset and asset class exposures, risk constraints and investment return objectives. With the assistance of an independent investment consultant, the Trustees have also adopted benchmarks for each investment manager and each asset class and regularly monitor the performance of each manager and each commingled fund, as well as their compliance with the investment policy.

Under the Plan's investment policy, the Plan's assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of total assets:

Asset Allocations	**Percentage**
Stocks	21.3%
Investment grade debt instruments	4.8%
High-yield debt instruments	30.7%
Real estate	10.9%
Other	32.3%

Right to Request a Copy of the Annual Report

Pension plans must file annual reports with the US Department of Labor. The report is called the "Form 5500." These reports contain financial and other information. You may obtain an electronic copy of your Plan's annual report by going to www.efast.dol.gov and using the search tool. Annual reports also are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. Or you may obtain a copy of the Plan's annual report by making a written request to the plan administrator. Annual reports do not contain personal information, such as the amount of your accrued benefit. You may contact your plan administrator if you want information about your accrued benefits. Your plan administrator is identified below under "Where To Get More Information."

Summary of Rules Governing Insolvent Plans

Federal law has a number of special rules that apply to financially troubled multiemployer plans that become insolvent, either as ongoing plans or plans terminated by mass withdrawal. The plan administrator is required by law to include a summary of these rules in the annual funding notice. A plan is insolvent for a plan year if its available financial resources are not sufficient to pay benefits when due for that plan year. An insolvent plan must reduce benefit payments to the highest level that can be paid from the plan's available resources. If such resources are not enough to pay benefits at the level specified by law (see Benefit Payments Guaranteed by the PBGC, below), the plan must apply to the PBGC for financial assistance. The PBGC will loan the plan the amount necessary to pay benefits at the guaranteed level. Reduced benefits may be restored if the plan's financial condition improves.

A plan that becomes insolvent must provide prompt notice of its status to participants and beneficiaries, contributing employers, labor unions representing participants, and PBGC. In addition, participants and beneficiaries also must receive information regarding whether, and how, their benefits will be reduced or affected, including loss of a lump sum option.

Benefit Payments Guaranteed by the PBGC

The maximum benefit that the PBGC guarantees is set by law. Only benefits that you have earned a right to receive and that cannot be forfeited (called vested benefits) are guaranteed. There are separate insurance programs with different benefit guarantees and other provisions for single-employer plans and multiemployer plans. Your Plan is covered by PBGC's multiemployer program. Specifically, the PBGC guarantees a monthly benefit payment equal to 100 percent of the first $11 of the Plan's monthly benefit accrual rate, plus 75 percent of the next $33 of the accrual rate, times each year of credited service. The PBGC's maximum guarantee, therefore, is $35.75 per month times a participant's years of credited service.

Example 1: If a participant with 10 years of credited service has an accrued monthly benefit of $600, the accrual rate for purposes of determining the PBGC guarantee would be determined by dividing the monthly benefit by the participant's years of service ($600/10), which equals $60. The guaranteed amount for a $60 monthly accrual rate is equal to the sum of $11 plus $24.75 (.75 x $33), or $35.75. Thus, the participant's guaranteed monthly benefit is $357.50 ($35.75 x 10).

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

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

For additional information about the PBGC and the pension insurance program guarantees, go to the Multiemployer Page on PBGC's website at www.pbgc.gov/multiemployer. Please contact your employer or plan administrator for specific information about your pension plan or pension benefit. PBGC does not have that information. See "Where to Get More Information About Your Plan," below.

Where to Get More Information

For more information about this notice, you may contact the Plan Administrator, Zenith American Solutions, Inc., at 201 Queen Anne Avenue North, Suite 100, Seattle, WA 98109-4896, (206) 282-4500, option 2, then option 3 or (800) 225-7620, option 2, then option 3. For identification purposes, the official plan number is 001 and the plan sponsor's employer identification number or "EIN" is 91-6069306. For more information about the PBGC, go to PBGC's website, www.pbgc.gov.

SOUND RETIREMENT TRUST

Special Notice to Retirees

I. Suspension of Benefits While Continuing To Work in the Industry

This notice is to advise Retired Participants of the Sound Retirement Trust (the "Trust") that employment during retirement may result in the temporary suspension of your pension benefits. This is in accordance with a regulation of the U.S. Department of Labor, 29 CFR sections 2530.203-3. That regulation also contains provisions to protect your right to receive your nonforfeitable pension benefit. You may read or obtain a copy of that regulation at the Trust Office.

For former participants in the Washington Meat Industry Pension Trust ("Washington Meat Trust"), the Washington Meat Trust's rules will apply to the suspension of benefits with respect to benefits earned as of June 30, 2014. Otherwise, the following rules will apply.

If you retire and then go back to work under certain circumstances, your pension payments may be suspended. If you are under age 70½, you must notify the Trust Office immediately if you return to work. You will generally not receive a pension payment for any month during which you perform more than 58 hours of work which is in the "industry," in the State of Washington, and in a trade or craft in which you were employed at any time while a Plan Participant. The "industry" means any type of business engaged in by any of the Employers who contribute to the Plan and includes employers not party to the Trust. The suspension will not apply if you are age 70½ or older, or to benefits earned before January 1, 1982 under this Trust. You should contact the Trust Office if you have any question about whether a certain type of employment would bring about a suspension of pension payments.

When you again retire, you must notify the Trust Office so monthly pension payments can begin again. Benefits earned before your return to work will be paid in the same form and amount as was being paid before you returned to work. Please note, however, that if the Trust mistakenly paid you any amount while your pension payments were permitted to be suspended, the Trust may offset any pension payments after the suspension by the total amount improperly paid during the suspension period.

If you are receiving a Disability pension benefit and have not attained age 65, you will be deemed to have recovered from the disability if you return to any gainful employment — and your benefits will cease regardless of the hours worked. A Disability Pensioner on a Trial Work Period is not subject to the suspension of pension payments described in this section.

If a determination is made that your benefits are suspendible and you disagree with that determination, you may file a claim in accordance with the claim procedures found in the SPD. If you do not have a copy of the SPD, please contact the Trust Office to request one.

If you return to Covered Employment (working for a Contributing Employer in a position covered by the collective bargaining agreement) and earn at least one year of Credited Service, you will receive additional pension benefits in the following Plan Year (or when your pension is no longer suspended, if later).

II. Notice to Participants Age 70 ½ or Older Not Receiving A Pension

This notice is to advise Participants of the Sound Retirement Trust (the "Trust") that section 401(a)(9) of the Internal Revenue Code requires that all eligible pension plan participants must start receiving benefits no later than April 1st of the calendar year following the calendar year in which they reach age 70½ (your "required beginning date" under Federal tax law). You should contact the Trust Office prior to reaching age 70 ½ to determine whether benefits are payable to you under these requirements, and what documents you are required to present in order to allow the Trust Office to process your application.

III. Death Benefits for Surviving Spouse

Pre-Retirement

This notice is to advise Participants that if you die after you become eligible for a Regular or Early Retirement pension but before you retire, the survivor benefit is calculated as if you had retired the day before your death and elected the 50% Spouse Pension. The survivor benefits will begin as of the first of the month on or immediately after receipt of your spouse's application. If you die before you are eligible for Early Retirement, the survivor benefit is based on whatever pension you had earned by the date of death, but payments are calculated as if you had lived to retire at the earliest opportunity, and died the next day. In that case, survivor benefit payments will not start until the date on which you would first have been eligible to retire.

Post-Retirement

If you die after you retire, the form of payment you elect when you retire will govern the death benefit which is payable.

Joint and Survivor Benefit

If the Retiree's Spouse dies before the Retiree, on or after June 1, 1998, the monthly amount payable to the Retiree will be increased to the monthly amount that would have been payable if the Retiree and Spouse had originally elected a benefit for the Retiree's lifetime only. Such increase shall be effective as of the first day of the month next following the Spouse's death.

To request a pre-retirement death benefit application, please contact the Trust Office at (206) 282-4500, option 2, then option 3 or (800) 225-7620, option 2, then option 3.

NOTICE OF CRITICAL STATUS

FOR

SOUND RETIREMENT TRUST

OCTOBER 1, 2016 PLAN YEAR

This is to inform you that, on December 29, 2016, the Plan actuaries of the Sound Retirement Trust (the "Plan") certified to the U.S. Department of the Treasury, and also to the plan sponsor, that the Plan is in critical status for the plan year beginning October 1, 2016. Federal law requires that you receive this notice.

Critical Status

The Plan is considered to be in critical status because the Plan's actuaries have determined that the Plan was in critical status last year and, during the next 10 years, the Plan is projected to have an accumulated funding deficiency.

Rehabilitation Plan

Federal law requires pension plans in critical status to adopt a rehabilitation plan aimed at restoring the financial health of the plan. This is the seventh year the Plan has been in critical status. The law permits pension plans to reduce, or even eliminate, benefits called "adjustable benefits" as part of a rehabilitation plan.

The Board of Trustees (the "Trustees") of the Plan first adopted a Rehabilitation Plan on December 14, 2010. The Rehabilitation Plan has subsequently been updated on September 22, 2011, March 28, 2013, June 25, 2014. September 16, 2015 and most recently on June 22, 2016.

On December 16, 2010, you were notified that the Plan reduced or eliminated adjustable benefits for terminated vested participants, made changes to certain pre-retirement death benefits and benefit form features, and that the plan is not permitted to pay lump sum benefits (or any other payment in excess of the monthly amount paid under a single life annuity) while it is in critical status. You were also notified that as of December 16, 2010, the Plan is not permitted to pay lump sum benefits (or any other payment in excess of the monthly amount paid under a single life annuity) while it is in critical status.

The Trustees adopted an updated Rehabilitation Plan on March 28, 2013. In May 2013, you were notified that with this update, the Plan refined the definition of a terminated vested participant and applied the prior benefit changes to all current and future terminated vested participants.

The Trustees adopted an updated Rehabilitation Plan on June 25, 2014 to reflect the merger of the Washington Meat Industry Pension Trust ("Washington Meat Trust") into the Plan as of June 30, 2014 and the transfer of liabilities and assets relating to Kroger's participants in the Washington Meat Trust to the UFCW Consolidated Pension Fund effective July 1, 2014 and September 16, 2015.

Most recently, the Rehabilitation Plan was updated on June 22, 2016. This update increased employer contributions and eliminated certain benefit features (cost of living increases, early retirement subsidies) for active participants, applied early retirement reductions to future retirements under disability, increased the hours threshold for earning Credited Service (and incurring a break in service), and eliminated the ability for current and future terminated vested participants to elect early retirement.

The Trustees will continue to review progress annually as required by law. If the Trustees determine that further benefit reductions are necessary, you will receive a separate notice in the future identifying and explaining the effect of those reductions. Any reduction of adjustable benefits will not reduce the level of a participant's basic benefit payable at normal retirement. In addition, the reductions may only apply to participants and beneficiaries whose benefit commencement date is on or after the date they were first notified of the Plan's critical status (for the Plan, that date was December 16, 2010).

Adjustable Benefits

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

- Disability benefits (if not yet in pay status);
- Early retirement benefits, including an early retirement benefit more favorable than what is determined to be actuarially equivalent benefits or retirement-type subsidy,
- Cost-of Living increases.

Employer Surcharges

The law requires that all contributing employers pay to the plan a surcharge to help correct the Plan's financial situation beginning with February 2011 hours and continuing until a rehabilitation schedule is adopted. The amount of the surcharge is equal to a percentage of the amount an employer is otherwise required to contribute to the plan under the applicable collective bargaining agreement. With some exceptions, a 5% surcharge is applicable in the initial critical year and a 10% surcharge is applicable for the succeeding plan years until the employer first adopts a rehabilitation schedule.

Where to Get More Information

For more information about this Notice, you may contact the Plan Administrator, Zenith American Solutions, Inc. at (206) 282-4500, option 2, then option 3 or (800) 225-7620, option 2, then option 3. You have a right to receive a copy of the Rehabilitation Plan from the Plan.