

APR 30 2009

**NOTICE
TO
PARTICIPANTS, BENEFICIARIES, BARGAINING PARTIES,
PENSION BENEFIT GUARANTY CORPORATION AND SECRETARY OF LABOR
OF
ELECTION TO FREEZE SECTION 432 STATUS IN ACCORDANCE WITH SECTION 204(a) OF
WORKER, RETIREE, AND EMPLOYER RECOVERY ACT OF 2008 (WRERA)
FOR
UFCW, LOCAL 23 AND GIANT EAGLE PENSION FUND**

Plan Sponsor	Board of Trustees UFCW, Local 23 and Giant Eagle Pension Fund
Employer ID	25-6107185
Plan Number	001
Plan Status	Seriously endangered for the plan year beginning January 1, 2009 if no Section 204 election were made

This is to inform you that an election was made by the Plan Sponsor on April 3, 2009 under section 204 of WRERA to treat the Plan as not being seriously endangered for the plan year beginning on January 1, 2009. This election applies only for the current plan year. If the Plan is certified to be in endangered, seriously endangered or critical status for the plan year beginning January 1, 2010, the Plan Sponsor will provide you notice of the Plan's status (i.e. endangered, seriously endangered or critical) for that following year and steps will have to be taken to improve the Plan's funded situation, which steps may include increases in contributions and reductions in future benefit accruals.

For more information about this notice, you may contact Sandy Richard, at (800) 458-4742 or write to the following:

UFCW, Local 23 and Giant Eagle Pension Fund
c/o Central Data Services, Inc.
5 Hot Metal Street
Suite 200
Pittsburgh, PA 15203

ANNUAL FUNDING NOTICE

For

UFCW, LOCAL 23 AND GIANT EAGLE PENSION PLAN

Introduction

This notice includes important funding information about your pension plan ("the Plan"). This notice also provides a summary of federal rules governing multiemployer plans in reorganization and insolvent plans and benefit payments guaranteed by the Pension Benefit Guaranty Corporation (PBGC), a federal agency. This notice is for the plan year beginning January 1, 2008 and ending December 31, 2008 (referred to hereafter as "Plan Year").

Funded Percentage

The funded percentage of a plan is a measure of how well that plan is funded. This percentage is obtained by dividing the Plan's assets by its liabilities on the valuation date for the plan year. In general, the higher the percentage, the better funded the plan. The Plan's funded percentage for the Plan Year and 2 preceding plan years is set forth in the chart below, along with a statement of the value of the Plan's assets and liabilities for the same period.

	2008	2007	2006
Valuation Date	January 1, 2008	not applicable	not applicable
Funded Percentage	89.1%	not applicable	not applicable
Value of Assets	66,722,254	not applicable	not applicable
Value of Liabilities	74,851,532	not applicable	not applicable

Transition Data

For a brief transition period, the Plan is not required by law to report certain funding related information because such information may not exist for plan years before 2008. The plan has entered "not applicable" in the chart above to identify the information it does not have. In lieu of that information, however, the Plan is providing you with comparable information that reflects the funding status of the Plan under the law then in effect. For the 2007 plan year, the Plan's "funded current liability percentage" was 67%, the Plan's assets were \$64,878,600, and Plan liabilities were \$96,467,451. For the 2006 plan year, the Plan's "funded current liability percentage" was 70%, the Plan's assets were \$63,985,818, and Plan liabilities were \$91,055,104.

Fair Market Value of Assets

Asset values in the chart above are actuarial values, not market values. Market values tend to show a clearer picture of a plan's funded status as of a given point in time. However, because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values for funding purposes. While actuarial values fluctuate less than market values, they are estimates. As of December 31, 2008, the fair market value of the Plan's unaudited assets was \$45,171,544. As of December 31, 2007, the fair market value of the Plan's assets was \$65,974,447. As of December 31, 2006, the fair market value of the Plan's assets was \$65,792,921.

Participant Information

The total number of participants in the plan as of the Plan's valuation date was 6,539. Of this number, 3,098 were active participants, 1,278 were retired or separated from service and receiving benefits, and 2,163 were retired or separated from service and entitled to future benefits.

Funding & Investment Policies

The law requires that every pension plan have a procedure for establishing a funding policy to carry out the plan objectives. A funding policy relates to the level of contributions needed to pay for benefits promised under the plan currently and over the years. The funding policy of the Plan has been for contributions to be sufficient to meet the Plan's short term and long term benefit obligations, taking into account investment returns and expenses and subject to the minimum and maximum contribution requirements of law. This requires communication with the bargaining parties who set the contribution levels through the collective bargaining process and an ongoing review of appropriate benefit levels.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries. Specific investments are made in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning various types or categories of investment management decisions. The investment policy of the Plan establishes a long-term target allocation of 57% in equities (including domestic and international equities), 33% in fixed income and 10% in global asset allocation. The Trustees of the Plan monitor these allocations and rebalance the assets when necessary. While the Trustees control such matters as the long-term asset mix and the retention of professional investment managers, detailed investment strategies and the ultimate purchases and sales of securities are deemed to be within the discretion of the professional investment managers. The professional investment managers are monitored on a regular basis to determine that their investment returns over various periods ranks ahead of the median manager in their peer investment universe as well as ahead of the appropriate market benchmark as determined by the Fund's Investment Consultant. The Trustees receive quarterly reports from the Investment Consultant and based upon those reports and the recommendations of the Investment Consultant, the fiduciaries determine whether a professional investment manager should be terminated and replaced.

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

Asset Allocations	Percentage
1. Interest-bearing cash	2.02%
2. U.S. Government securities	19.70%
3. Corporate debt instruments (other than employer securities):	
Preferred	
All Other	10.72%
4. Corporate stocks (other than employer securities):	
Preferred	
Common	22.14%
5. Partnership/joint venture interests	
6. Real estate (other than employer real property)	
7. Loans (other than to participants)	
8. Participant loans	
9. Value of interest in common/collective trusts	20.54%
10. Value of interest in pooled separate accounts	
11. Value of interest in master trust investment accounts	
12. Value of interest in 103-12 investment entities	
13. Value of interest in registered investment companies (e.g., mutual funds)	22.45%
14. Value of funds held in insurance co. general account (unallocated contracts)	
15. Employer-related investments:	
Employer Securities	
Employer real property	
16. Buildings and other property used in plan operation	
17. Other	2.43%

Critical or Endangered Status

Under federal pension law a plan generally will be considered to be in "endangered" status if, at the beginning of the plan year, the funded percentage of the plan is less than 80 percent or in "critical" status if the percentage is less than 65 percent (other factors may also apply). If a pension plan enters endangered status, the trustees of the plan are required to adopt a funding improvement plan. Similarly, if a pension plan enters critical status, the trustees of the plan are required to adopt a rehabilitation plan. Rehabilitation and funding improvement plans establish steps and benchmarks for pension plans to improve their funding status over a specified period of time.

The Plan was not in endangered or critical status in the Plan Year.

Right to Request a Copy of the Annual Report

A pension plan is required to file with the US Department of Labor an annual report (i.e., Form 5500) containing financial and other information about the plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. Or you may obtain a copy of the Plan's annual report by making a written request to the plan administrator.

Summary of Rules Governing Plans in Reorganization and Insolvent Plans

Federal law has a number of special rules that apply to financially troubled multiemployer plans. Under so-called "plan reorganization rules," a plan with adverse financial experience may need to increase required contributions and may, under certain circumstances, reduce benefits that are not eligible for the PBGC's guarantee (generally, benefits that have been in effect for less than 60 months). If a plan is in reorganization status, it must provide notification that the plan is in reorganization status and that, if contributions are not increased, accrued benefits under the plan may be reduced or an excise tax may be imposed (or both). The law requires the plan to furnish this notification to each contributing employer and the labor organization.

Despite the special plan reorganization rules, a plan in reorganization nevertheless could become insolvent. A plan is insolvent for a plan year if its available financial resources are not sufficient to pay benefits when due for the plan year. An insolvent plan must reduce benefit payments to the highest level that can be paid from the plan's available financial resources. If such resources are not enough to pay benefits at a level specified by law (see Benefit Payments Guaranteed by the PBGC, below), the plan must apply to the PBGC for financial assistance. The PBGC, by law, will loan the plan the amount necessary to pay benefits at the guaranteed level. Reduced benefits may be restored if the plan's financial condition improves.

A plan that becomes insolvent must provide prompt notification of the insolvency to participants and beneficiaries, contributing employers, labor unions representing participants, and PBGC. In addition, participants and beneficiaries also must receive information regarding whether, and how, their benefits will be reduced or affected as a result of the insolvency, including loss of a lump sum option. This information will be provided for each year the plan is insolvent.

Benefit Payments Guaranteed by the PBGC

The maximum benefit that the PBGC guarantees is set by law. Only vested benefits are guaranteed. Specifically, the PBGC guarantees a monthly benefit payment equal to 100 percent of the first \$11 of the Plan's monthly benefit accrual rate, plus 75 percent of the next \$33 of the accrual rate, times each year of credited service. The PBGC's maximum guarantee, therefore, is \$33.75 per month times a participant's years of credited service.

Example 1: If a participant with 10 years of credited service has an accrued monthly benefit of \$500, the accrual rate for purposes of determining the PBGC guarantee would be determined by dividing the monthly benefit by the participant's years of service ($\$500/10$), which equals \$50. The guaranteed amount for a \$50 monthly accrual rate is equal to the sum of \$11 plus \$24.75 ($.75 \times \$33$), or \$35.75. Thus, the participant's guaranteed monthly benefit is \$357.50 ($\35.75×10).

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

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

Where to Get More Information

For more information about this notice, you may contact Sandy Richard at 1-800-458-4742, Central Data Services, Inc., 5 Hot Metal Street, Suite 200, Pittsburgh, PA 15203-2352. For identification purposes, the official plan number is 001 and the plan sponsor's employer identification number or "EIN" is 25-6107185. For more information about the PBGC and benefit guarantees, go to PBGC's website, www.pbqc.gov, or call PBCG toll-free at 1-800-400-7242 (TTY/TDD users may call the Federal relay service toll free at 1-800-877-8339 and ask to be connected to 1-800-400-7242).