

**NOTICE OF CRITICAL STATUS
FOR
RETAIL CLERKS PENSION TRUST
OCTOBER 1, 2012 PLAN YEAR**

This is to inform you that on December 28, 2012 the Plan actuaries of the Retail Clerks Pension 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, 2012. Federal law requires that you receive this notice.

Critical Status

The Plan is considered to be in critical status because it has funding problems. More specifically, 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 and Reduction in Benefits

Federal law requires pension plans in critical status to adopt a rehabilitation plan aimed at restoring the financial health of the plan. The law permits pension plans to reduce, or even eliminate, benefits called "adjustable benefits" as part of a rehabilitation plan. 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 benefit more favorable than what is determined to be actuarially equivalent benefits or retirement-type subsidy,
- Cost-of Living increases.

Rehabilitation Plan

The Board of Trustees of the Plan adopted a Rehabilitation Plan on December 14, 2010 which was amended on September 22, 2011. There have been no substantive changes

to the Rehabilitation Plan since its original adoption. On December 16, 2010, you were notified that the plan reduced or eliminated adjustable benefits for terminated vested participants. The Rehabilitation Plan also includes changes to certain pre-retirement death benefits and benefit form features. On December 16, 2010, you were also notified that as of that date 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. If the trustees of the plan 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 December 16, 2010.

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 each succeeding plan year thereafter in which the plan is in critical status.

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.