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Arbitration and Mediation

May 31, 2014

Via UPS Next Day

The Honorable Milton I. Shadur
United States District Judge
United States District Court
Northern District of Illinois
Eastern Division
219 South Dearborn Street
Chicago, Illinois 60604

Re: Quarterly Report of Independent Special Counsel, *Perez v. Estate of Frank E. Fitzsimmons, et al.*, No. 78 C 342 (N.D. Ill., E.D.); *Perez v. Robbins, et al.*, No. 78 C 4075 (N.D. Ill., E.D.); and *Perez v. Dorfman, et al.*, No. 82 C 7951 (N.D. Ill., E.D.)

Dear Judge Shadur:

This is to report on my activities during the fourth quarter of 2013 as Independent Special Counsel appointed pursuant to the *Fitzsimmons* (Pension Fund) and *Robbins* and *Dorfman* (Health and Welfare Fund) consent decrees.

Since my appointment, I have attended full Board of Trustees meetings, now held every other month (with additional meetings as noted in my reports), and consulted regularly with Fund executives.

Board Composition

In June 2012, Marvin Kropp was elected to serve the remainder of Employee Trustee Fred Gegare's five-year term (April 2009 to March 2014) following Mr. Gegare's decision to resign from the Board in May 2012. After Mr. Kropp's election pursuant to the Funds' Trustee Selection Procedures, his appointment was confirmed and approved by the Court on August 31, 2012 in accordance with the Consent Decrees.

Because Mr. Kropp's term as Employee Trustee was set to expire on March 31, 2014, in early November 2013, ballot materials were forwarded to the 11 Central Trustee Selection Board Members in order to select an individual to serve the five-year term from April 2014 to March 31, 2019. The ballots were counted in my presence on November 21, 2013. The vote count revealed that the requisite

plurality of the votes cast were for Marvin Kropp; the Employee Trustees, with Marvin Kropp abstaining, then confirmed his election to serve as Employee Trustee for a five-year term commencing April 1, 2014. Because Mr. Kropp has previously been approved to serve as a Trustee of the Funds by this Court, no further action by the Court with regard to his appointment is required.

Pension Fund

Funding and PPA-Related Issues

As previously reported, in July 2005 the Internal Revenue Service approved the Fund's request for a 10-year extension for amortizing unfunded liabilities. This extension is likely to defer for the near term a statutory funding deficiency. The IRS granted the request subject to certain conditions. In general terms, these IRS conditions required the Pension Fund to maintain its existing ratio of assets to liabilities through 2011, and in subsequent years to show moderate annual improvements in that funding ratio.

To meet these IRS-imposed conditions, the Board of Trustees determined (based on actuarial and legal advice) that the Pension Fund needed increased employer contributions. The Trustees amended the Pension Plan several times in the 2005-2007 period to require 7-8% annual increases in the pension contribution rates specified in new collective bargaining agreements. In addition, pursuant to the Fund's request, the negotiators of the United Parcel Service, National Master Freight and Carhaul Agreements allocated to the Pension Fund all fringe benefit contribution increases which were scheduled for 2006 and 2007.

As explained in previous reports, the multiemployer plan funding rules of the Pension Protection Act of 2006 ("PPA") became effective on January 1, 2008. On March 24, 2008, the Fund's actuary certified the Fund to be in "critical status" under the PPA for the 2008 plan year; the actuary made the same certification with respect to plan years 2010 to 2013. As a result of the initial critical status certification, the Trustees adopted a "rehabilitation plan" as the PPA requires for critical status plans. The plan approved by the Trustees attempts to build upon and incorporate the funding improvement program instituted prior to the January 1, 2008 effective date of the PPA, and designed to ensure compliance with the conditions imposed by the pre-PPA amortization extension. In broad outline, the Rehabilitation Plan approved by the Trustees contains a "Primary Schedule," which requires each contributing employer to agree to five years of 8% annual contribution increases (7% if the increases began in 2006) in order to maintain current benefit levels for the affected bargaining unit. The PPA also requires that a rehabilitation plan contain a "Default Schedule," which must provide

for the reduction in what the PPA terms "adjustable benefits." ("Adjustable benefits" under the PPA generally include all benefits other than a contribution-based retirement benefit payable at age 65.) Accordingly, the Pension Fund's Rehabilitation Plan includes a Default Schedule providing for 4% annual contribution rate increases and for the loss or reduction of adjustable benefits for bargaining units electing that Schedule. The PPA also provides that if the bargaining parties have not chosen any of the schedules established by a rehabilitation plan (*i.e.*, the Primary or Default Schedule) within 180 days following the expiration of the parties' last labor agreement, the Default Schedule will be imposed as a matter of law.

Staff has reported to the Trustees at the Board meetings held during the fourth quarter of 2013 that the vast majority of the Fund's active members were covered by collective bargaining agreements that have come into compliance with the Fund's Rehabilitation Plan. Almost all of the compliant employers and bargaining units have agreed to adopt the Rehabilitation Plan's Primary Schedule (generally requiring 7-8% annual contribution increases for five years and maintaining current benefit levels). As of November 2013, the Pension Fund's Staff reported that there were only 31 bargaining units, comprising a total of approximately 450 active participants, that were subject to the Default Schedule, either as a result of an agreement of the negotiating parties or by operation of law (due to their failure to agree to be bound by either Primary Schedule or the Default Schedule within 180 days of the expiration of the units' last collective bargaining agreement).

Contributing employers who have not agreed to be bound by one of the Schedules created by the Rehabilitation Plan are required under the PPA to pay a non-benefit bearing surcharge to the Fund on their contractual pension contribution obligation. Under the PPA, the surcharge was 5% of the pension contribution obligation during 2008, and was increased to 10% as of January 1, 2009. Staff has reported that (1) as noted, most employers are in compliance with the Rehabilitation Plan and are *not* incurring surcharges, and (2) as of September 2013 most of the employers who are incurring the surcharges are also voluntarily paying them; those few who have refused to pay the surcharges are being pursued under the Fund's delinquent account collection procedures.

Under the Pension Fund's Rehabilitation Plan adopted pursuant to the PPA, a Rehabilitation Plan Withdrawal ("RPW") generally occurs where an employer ceases to have an obligation to contribute to the Fund at one or more of its locations or facilities, but continues to do the same type of work for which contributions were previously required. The consequence for a bargaining unit incurring an RPW is the loss of PPA adjustable benefits (*i.e.*, the loss of all benefits other than a contribution-based benefit payable at age 65). Staff

prepares reports concerning potential RPW events which are reviewed by the Trustees at monthly Trustee subcommittee meetings.

The PPA also contemplates that multiemployer plans in the critical zone will annually "update" their rehabilitation plans. With respect to the 2013 Rehabilitation Plan update process, the Funds' Staff advised the Trustees at the November 19, 2013 Board Meeting, after consultation with the Funds' actuaries, that under the PPA, the Trustees should continue to pursue "reasonable measures" to forestall the possible insolvency of the Fund.

During those deliberations in November 2013, the Trustees noted that over the last ten years, the Pension Fund has taken a number of measures designed to stabilize its financial condition, including benefit restructurings (such as reducing the benefit accrual rate for contribution-based benefits and mandating age 57 as the minimum retirement age), and the imposition of requirements for increased employer contributions (resulting in a near doubling of pension contribution rates since 2004 for many employers). In addition, the Trustees noted that during 2011, they also introduced, and gained PBGC approval for, a "hybrid" withdrawal liability method (*see* pp. 10-11 below), which the Trustees believe will help encourage existing employers to remain in the Fund and may help stabilize or grow the Fund's contribution base. In order to provide further incentives to employers to pay their "old" withdrawal liability while also continuing to make pension contributions as a "New Employer" under the hybrid method, in November 2012 the Trustees amended the Primary Schedule of the Fund's Rehabilitation Plan to provide that a New Employer who satisfies its withdrawal liability and agrees to continue to contribute to the Pension Fund will be deemed to be in compliance with the Rehabilitation Plan's Primary Schedule without the need for contribution rate increases applicable to other Primary Schedule employers.

However, the Trustees also concluded during the 2013 update process that any further or additional benefit reductions or the imposition of additional requirements for increased contributions (*i.e.*, beyond those already set forth in Rehabilitation Plan) would entail too great a risk of irreparable harm to a large number of contributing employers, or would otherwise risk prompting an undue and harmful number of withdrawals from the Fund. During the 2013 update process the Trustees therefore concluded that mandating further benefit reductions or contribution rate increases at this time would be counterproductive to the Fund, and would not constitute "reasonable measures" to be adopted or pursued.

Therefore, in the 2013 Rehabilitation Plan update, the Trustees did not adopt additional substantive amendments to the Rehabilitation Plan. In addition, the Trustees approved continued implementation of

(i) the Distressed Employer Schedule (which the Trustees believe accommodated the special circumstances presented by YRC, Inc. in a manner that was actuarially favorable to the Fund; *see* p. 13 below), (ii) the hybrid withdrawal liability method, and (iii) the benefit modifications, contribution rate increases and other features of the Rehabilitation Plan that have been previously adopted.

Although it appears the Pension Fund has reported some progress in securing increased employer contributions and controlling benefits as required of "critical status" plans under the PPA, the financial information presented below makes clear that the Fund suffered serious investment losses in the general stock market and economic downturn that commenced in 2008. In more recent years, the Fund has enjoyed a significant, but by no means complete, recovery of its 2008 investment losses. For example, for calendar year 2013 the Pension Fund's total composite rate of return on investments was 19.04%. However, the asset level as of December 31, 2013 of approximately $18.7 billion is still several billion dollars below the value of assets held by the Fund shortly before the commencement of the 2008 stock market collapse.

In addition, as previously reported, Staff has indicated that, for plan year 2008, the Pension Fund was unable to satisfy the funding ratio targets that are a condition of the amortization extension granted to the Fund by the IRS in 2005 (described above, pp. 2-3); Staff reports that these funding ratio targets were satisfied for plan years 2009 and 2010, but it appears that the funding targets for the subsequent plan years were missed. Staff has also reported that as a result of the failure to meet the 2008 funding ratio targets, in early 2009 the Pension Fund filed an application with the IRS requesting a waiver of the funding target conditions established under the amortization extension, due to the unexpected economic decline that has occurred in recent years; that application is still pending. Staff has also indicated that the Fund's legal counsel advises that in light of this prior (and still pending) request for a waiver filed by the Fund in 2009, it is not necessary for the Fund to file a separate request for a waiver relating to the apparent failure to satisfy the funding target conditions for subsequent plan years.

The Trustees have also directed Staff to continue to monitor and pursue additional regulatory or legislative initiatives that may assist in addressing the funding problems created for many pension plans by recent conditions in the general economy and financial markets. As previously reported, in the 111th Congress, Thomas C. Nyhan, Executive Director and General Counsel, testified before the Senate Committee on Health, Education and Labor in favor of legislation (H.R.3936; S.3157; the "Create Jobs and Save Benefits Act of 2010") that would generate additional revenues to alleviate the

funding shortfalls. That legislation received little support in the House, Senate or from the Administration, so the bill failed and it has not been reintroduced. More recently on October 29, 2013 Mr. Nyhan testified before the U.S. House of Representatives Committee on Education and the Workforce (Subcommittee on Health, Employment Labor and Pensions). Mr. Nyhan's testimony generally supported a legislative solution that would modify the ERISA anti-cutback rule to allow troubled multiemployer plans more flexibility in addressing funding issues. Mr. Nyhan indicated that this was not the preferred solution, but it appeared to be the only practical path open in light of the fact that the Pension Benefit Guarantee Corporation ("PBGC," the government agency that underwrites private pensions) has dire funding problems of its own, and given the general lack of political appetite for programs that might increase the government's fiscal commitments. In connection with the same congressional hearings in which Mr. Nyhan testified, there were earlier presentations by both the PBGC and the Government Accounting Office that made clear that many multiemployer plans are facing insolvency, and that as a result, the PBGC's multiemployer guarantee fund will itself become insolvent prior to any projected insolvency of the Central States Pension Fund. According to the GAO study, if these insolvency projections are correct, current retirees face the stark reality that their pension checks could be eliminated entirely, if the Pension Fund becomes insolvent as projected in 2026. In light of this reality, the Board of Trustees has determined that the only concrete and realistic path to preserve the retirement security of the participants is a legislative solution that would enable the Plan to remedy the shortfall itself without relying upon unknown or hypothetical funding sources. To date no further legislation has been introduced in this Congress.

Financial Information - Investment Returns

The Pension Fund's investment return for the fourth quarter 2013 was 6.06%, and the Fund's total return for 2013 was 19.04%.

A comparison of the Pension Fund's performance to the TUCS [1] universe results published for the fourth quarter of 2013 (showing percent returns on investment) is summarized in the following tables:

Pension Fund's Composite Return

	4th Quarter Ended December 31, 2013	One Year Period Ended December 31, 2013	Three Year Period Ended December 31, 2013
TUCS 1st Quartile	5.53	17.00	10.84
TUCS Median	4.86	14.42	9.93
TUCS 3rd Quartile	4.17	11.75	8.79
Fund's Composite Return	6.06	19.04	10.47

Pension Fund's Total Equity Return

	4th Quarter Ended December 31, 2013	One Year Period Ended December 31, 2013	Three Year Period Ended December 31, 2013
TUCS 1st Quartile	9.70	34.15	15.84
TUCS Median	8.51	28.36	13.16
TUCS 3rd Quartile	7.29	24.31	10.75
Fund's Total Equity Return	8.96	29.94	13.16

[1] "TUCS" is the Trust Universe Comparison Service. Its Custom Large Funds Universe is composed of plans with assets exceeding $3 billion.

Pension Fund's Fixed Income Return

	4th Quarter Ended December 31, 2013	One Year Period Ended December 31, 2013	Three Year Period Ended December 31, 2013
TUCS 1st Quartile	1.06	(0.09)	7.60
TUCS Median	0.57	(1.28)	5.00
TUCS 3rd Quartile	0.16	(4.60)	4.18
Fund's Fixed Income Return	0.57	(1.07)	4.05

The Fund's Named Fiduciary, The Northern Trust Investments, Inc. ("Northern Trust") [2] , which has been allocated 50% of the Fund's investment assets) submits monthly investment reports to the Trustees, summarized below (showing percent returns on investment):

Northern Trust

	Year-to-Date as of December 31, 2013	Oct. 2013	Nov. 2013	Dec. 2013
Northern Trust's Composite Return	21.24	3.22	1.33	1.70
Benchmark Composite Return	19.35	3.37	0.80	1.41
Northern Trust's Total Fixed Income Return	0.99	2.15	(0.53)	0.09
Benchmark Fixed Income Return	0.87	2.01	(0.42)	0.18

Northern Trust's fourth quarter 2013 composite return included a 9.72% return on U.S. equities (10.47% on large cap, 9.39% on mid cap and 8.32% on small cap U.S. equities), 5.73% on international equities, 0.33% on real estate and 6.28% on global listed infrastructure.

The Fund's financial group reported the following asset allocation of the Pension Fund as a whole as of December 31, 2013 as follows: 65% equity, 30% fixed income, 4% other and 1% cash.

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[2] Formerly known as Northern Trust Company of Connecticut, which was in turn formally known as Northern Trust Global Advisors, Inc.

The financial group also reported that for the fourth quarter of 2013 the returns on the Fund's passive indexed accounts were as follows (showing percent returns on investment):

Account	Rate of Return for Calendar Year 2013
Passive Indexed Equity (S&P 500) (25% of investment assets)	32.33%
Passive Indexed Fixed Income (20% of investment assets)	(2.26)%
Passive EAFE Indexed (5% of investment assets)	23.06%

Financial Information - Net Assets
(Dollars shown in thousands and do not include year-end adjustments)

The financial reports prepared by Pension Fund Staff for the twelve months ended December 31, 2013 (enclosed) show net assets as of that date of $18,740,453, compared to $17,765,259 at December 31, 2012, an increase of $975,194 compared to an increase in net assets of $115,384 for the same period last year. The $859,810 difference is due to $894,034 more net investment income offset by $34,224 more net operating loss.

The enclosed Fund's Staff report further notes that for the twelve months ended December 2013, the Fund's net asset decrease from operations (before investment income) was $2,134,597 compared to a decrease of $2,100,373 for the same period in 2012, or a $34,224 unfavorable change. This change in net assets from operations (before investment income) was attributable to:

a) ($33,123) less contributions, primarily withdrawal liability,

b) $1,074 less benefits and

c) ($2,175) more general and administrative expenses.

During the twelve months ended December 2013 and 2012, the Fund withdrew $2,050,749 and $2,067,767, respectively, from investment assets to fund the cash operating deficit.

Financial Information - Participant Population

The enclosed December 31, 2013 report prepared by Fund Staff further notes that the eleven-month average number of Full-Time Equivalent ("FTE") memberships decreased 4.76% from November 2012 to November 2013 (going from 65,283 to 62,175). During that period, the average number of retirees decreased 0.91% (from 212,492 to 210,563).

Named Fiduciary

Officers of the Named Fiduciary, Northern Trust, met with the Board of Trustees to discuss portfolio matters including asset allocation.

Hybrid Withdrawal Liability Method

As indicated in my prior reports, in July 2011 the Trustees adopted - subject to approval by the Pension Benefit Guaranty Corporation ("PBGC") - an alternative withdrawal liability method.[3] Under this method, new employers joining the Pension Fund will have their withdrawal liability measured based upon the "direct attribution" method; employers who already participate in the Fund can also be treated as new employers for withdrawal liability purposes on a prospective basis (and become eligible for the "direct attribution" method) by satisfying their existing withdrawal liability under the method historically employed by the Pension Fund (*i.e.*, the "modified presumptive method"), and then agreeing to continue to contribute to the Fund. Because the Fund will apply the historic modified presumptive method to the "old" employers, but apply direct attribution to "new" employers (including "old" employers who satisfy their existing withdrawal liability), this recently approved formula is referred to as a "hybrid" withdrawal liability method.

An employer subject to the direct attribution wing of the hybrid method will have its withdrawal liability determined based on any potential shortfall between the contributions the employer has made on behalf of the employer's own employees and the pension benefits directly attributable to the employees' service with that same employer. All the employers subject to the direct attribution method will form a new withdrawal liability pool, but the Fund's Staff reports that in light of the Fund's current benefit structure, it is unlikely that this pool, or any of the individual employers in the pool, will ever have any actual or potential exposure to withdrawal liability. That is, Staff reports that current levels of contributions are more than sufficient to fund current benefit accruals, and that, therefore, there appears to be only a remote and

[3] The Pension Fund's Staff advises that on October 14, 2011, the PBGC approved the Pension Fund's use of the hybrid method.

theoretical possibility of "direct attribution" withdrawal liability. Staff also reports that it believes the hybrid method will offer a means for employers who are concerned about the potential for future growth in their exposure to withdrawal liability to cap their liability at its present level while continuing to participate in the Fund with little or no risk of withdrawal liability in the future. Staff also anticipates that this arrangement will in some cases help avoid the benefit adjustments imposed, pursuant to the Fund's Rehabilitation Plan, upon bargaining units associated with withdrawn employers, while at the same time securing a stream of contribution revenue from employers who would otherwise have withdrawn and completely ceased contributing to the Fund.

Further, as explained in my prior reports, in November 2012, the Trustees approved two additional features which they believe will enhance the attraction of the hybrid method for many contributing employers. One of these features - also discussed above (p. 4) - restructured the Primary Schedule of the Rehabilitation Plan so that employers who satisfy their withdrawal liability qualify as New Employers under the hybrid method and continue to contribute to the Pension Fund will not be subject to the rate increase rate requirements to which other Primary Schedule Employers are subject. The other feature is an amendment to the Fund's method for determining mass withdrawal liability (applicable in certain cases in which all or substantially all of the employers in a multiemployer plan withdraw from the plan; *see* ERISA § 4219(c) (1) (D), 29 U.S.C. § 1399(c) (1) (D)). This amendment is intended to help ensure that New Employers who satisfy their existing withdrawal liability and continue to contribute to the Fund under the hybrid method will not face increased risks in the event of a mass withdrawal, as compared to employers who have simply withdrawn from the Fund and completely discontinued pension contributions.

Staff reports that to date approximately 70 old employers have satisfied their existing liability and qualified as new employers under the hybrid plan, or have made commitments in principle to do so. This has resulted in the payment of (or commitments to pay, subject to the execution of formal settlement documents) approximately $135 million in withdrawal liability to the Pension Fund -- while the employers in question also continue to contribute to the Fund pursuant to their collective bargaining agreements at guaranteed participation levels.

Bankruptcies and Litigation

As explained in more detail below, Hostess, Inc., a significant contributing employer to both Funds, filed for Chapter 11 protection on January11, 2012.

The Fund's Staff also reports that Allied Systems Holdings, Inc. and its affiliates ("Allied") - an automobile transporter with several hundred participants in the Funds - filed for Chapter 11 bankruptcy protection in mid-2012. However, Allied has continued to operate in bankruptcy and has continued to pay contributions to the Funds on behalf of its drivers. The bankruptcy resulted from a dispute between two factions of Allied's commercial lenders. As previously reported, Staff reports that Jack Cooper, Inc., another unionized automobile transporter, has been approved to purchase the assets of Allied in the bankruptcy and will continue to contribute to the Funds with respect to the purchased assets and operations, Staff also reports that this asset purchase was completed in late December 2013. However, Jack Cooper will not be assuming Allied's withdrawal liability which will be triggered by the asset sale. Staff advises that the Allied withdrawal liability assessment will be in excess of $900 million, and that the Allied bankruptcy estate is not likely to have assets sufficient to satisfy this assessment. However, as noted, Jack Cooper should be able to continue the income stream to the Funds represented by the contributions historically paid by Allied.

YRC

As previously reported, in recent years, YRC, Inc. and its affiliates ("YRC") have been among the largest contributing employers to both the Pension Fund and the Health and Welfare Fund.

As also previously reported, in May 2009 the Funds entered a Contribution Deferral Agreement ("CDA" or "Deferral Agreement") with YRC. Under the Deferral Agreement, the Pension Fund ultimately agreed to defer approximately $109 million in pension contributions. The Fund's financial consultant indicated that absent deferral of these contribution obligations, YRC would be in default of loan covenants with its banks; Staff reported, that such a default would risk triggering an insolvency and liquidation of YRC, which would destroy any chance of rehabilitating the employer as a healthy contributor to the Funds.

Some 25 other multiemployer pension plans in which YRC participates joined in the Deferral Agreement, but the Pension Fund is owed approximately 64% of the contributions deferred under the Agreement.

Repayment of the Deferral Period contributions was secured under the Deferral Agreement by first lien collateral on approximately 150 real estate parcels owned by YRC, plus additional fourth lien collateral. The Deferral Agreement originally required repayment of the deferred contributions in 36 monthly installments commencing in January 2010, plus monthly payments of interest commencing in July 2009.

Due to YRC's continuing pension contribution delinquencies, at the Trustees' July 16, 2009 Meeting, the Board formalized action to *terminate* YRC's participation in the Pension Fund. However, in light of an amended labor agreement indicating that YRC intended to resume making contributions to the Pension Fund in January 2011, the Trustees decided at their July 2009 Meeting that YRC's termination of participation in the Pension Fund should not at that time be treated as a complete and permanent cessation of its obligation to contribute to the Pension Fund that would trigger withdrawal liability.

On September 24, 2010, the Teamsters National Freight Negotiating Committee and YRC executed an Agreement for the restructuring of the YRC Worldwide, Inc. Operating Companies ("Restructuring Agreement"), which further revised YRC's pension contribution obligations. Under this Agreement YRC was scheduled to resume contributions to the Pension Fund in June 2011 at a rate constituting a 75% reduction from its pre-termination (pre-July 2009) rate.

In March 2011 the Trustees then approved an arrangement under which the CDA repayment obligations are to be deferred until March 31, 2015 (when a lump sum payment of the entire CDA balance was scheduled to be made), with the exception of monthly interest payments to commence in June 2011.

At the March 9, 2011 Board Meeting, the Fund's Trustees also determined it was appropriate to accept contributions at the new contribution rate proposed under the YRC/TNFNC September 24, 2010 Restructuring Agreement (25% of the rate required prior to the July 2009 termination); it appeared to the Trustees that the proposed contributions were at the highest rate that YRC could reasonably be expected to pay and that the proposed contribution revenue represented an improvement over the status quo for the Pension Fund.

The Trustees also decided at their March 9, 2011 meeting that in light of YRC's new contribution rate, the YRC employee unit should receive reduced benefits equivalent in most respects to the Default Schedule under the Fund's Rehabilitation Plan.

The Pension Fund's Staff also reported that since July 2011, YRC and has remained current in its monthly contribution obligations of approximately $3-4 million per month since that time.

As explained in my report for the third quarter of 2013, in mid-December 2013, YRC's management contacted the Pension Fund's Staff and explained that the company was under an obligation to make a significant lump sum payment to a group of its commercial lenders in February 2014. YRC also indicated that it likely would not be able to

make this payment without triggering an event of default under its credit agreements, which could in turn result in a bankruptcy filing and possible liquidation of YRC (thus cutting short the stream of contributions and interest payments the Pension Fund is presently receiving from YRC and accelerating YRC retirements. This circumstance pointed out the need, YRC claimed, to restructure its debt, reduce debt service payments and improve its cash flow. YRC further indicated that the debt restructuring would be impossible unless the Fund agreed to an extension of the existing March 31, 2015 balloon payment date under the CDA to 2019; the company also requested that the pension funds participating in the CDA release the collateral they hold under that Agreement and accept preferred stock in YRC in lieu of YRC's CDA obligations. After consultation with financial, actuarial and legal advisors, the Trustees voted during a January 21, 2014 phone conference to authorize Staff to negotiate a revised CDA extending the balloon payment under the CDA from 2015 to 2019, but instructed Staff to reject YRC's request for a release of the CDA collateral and for a conversion of the CDA debt to preferred stock. Staff reports that YRC and the other Teamster Pension Funds who participate in the CDA agreed to these terms, and YRC has been able to restructure its commercial debt.

Staff also reports that interest payments from YRC under the arrangements described above are currently calculated at 7.75% per year; this has resulted in monthly payments in the amount of approximately $550,000 beginning in August 2011. (This is in addition to the $2.2 million in YRC interest payments received by the Fund in 2009.)

In addition, Staff has reported that to date the Pension Fund has received approximately $37 million as its share of the net proceeds from sales of collateralized assets as a pre-payment under the CDA. Staff reports that after accounting for all principal and interest payments made to date, the unpaid balance owed to the Pension Fund under the CDA by YRC is approximately $82 million. Staff also notes that in May 2012 the Fund received a payment of approximately $110,000 under the CDA which is expressly denominated as a fee calculated under that Agreement as a match of a portion of a refinancing charge paid by YRC to its commercial lenders; on November 12, 2013 the Fund received approximately $419,000 as another such refinancing fee match. These refinancing fee matching payments are not to be applied to reduce either principal or interest owed by the company to the Fund.

Hostess Brands, Inc.

In August 2011, Hostess Brands, Inc. ("Hostess") - an employer that had regularly contributed to the Pension Fund on behalf of approximately 2,800 participants - failed to make the monthly pension

contribution payment of approximately $1.9 million that was due on August 15, 2011.

Hostess's pension contribution delinquency persisted and at the November 2011 Board Meeting the Trustees voted to terminate the participation of Hostess in the Pension Fund and to generally reduce the benefits of the Hostess participants to the Default Schedule levels specified under the Rehabilitation Plan (*see* pp. 5 - 6 above).

On January 11, 2012, Hostess filed a petition under Chapter 11 of the Bankruptcy Code in the Southern District of New York. The Pension Fund has delinquent contribution claims in the amount of approximately $8 million against the bankrupt estate, as well as withdrawal liability claim in the amount of approximately $583 million.

As previously reported, the bankrupt employer reached an agreement with Teamster bargaining representatives to resume participation in the Pension Fund by 2015 (and that agreement was ratified by the Teamster membership). However, in October 2012 the Hostess employees who belong to the Bakery, Confectionery, Tobacco Workers and Grain Millers International Union voted to reject a proposed collective bargaining agreement comparable to the one accepted by Hostess's Teamster employees. This resulted in a strike by the Bakery Workers, and the Pension Fund's Staff reports that the bankruptcy court shortly thereafter authorized a liquidation of Hostess.

The Pension Fund's Staff reports that the liquidation of Hostess's assets is proceeding by means of a court-approved auction process. It appears that sale proceeds may not be sufficient to satisfy the company's secured debt, and this, of course, would leave the Pension Fund and other general unsecured and non-administrative priority creditors with unsatisfied claims (the Pension Fund has no administrative claims in the Hostess Bankruptcy).

Health and Welfare Fund Financial Information

(Dollars shown in thousands and do not include year-end adjustments)

The Health and Welfare Fund's financial summary for the twelve months ended December 2013 are compared below with financial information for the same period of 2012:

	Twelve Months Ended December 31,	
	2013	2012
Contributions	$ 1,281,612	1,228,392
Benefits	1,130,199	1,097,411
TeamCare administrative expenses	33,486	31,588
General and administrative expenses	42,302	38,556
Net operating income	75,625	60,837
Investment income(loss)	132,286	92,997
Increase in net assets	207,911	153,834
Net assets, end of period	$ 2,006,427	1,798,516
Eleven-month average participants (FTEs)	83,102	83,790

For the twelve months ended December 2013, the Health and Welfare Fund’s net asset increase from operations (before investment income) was $75,625 compared to an increase of $60,837 for the same period in 2012, or a $14,788 favorable change:

(a) $53,220 more contributions due to increased rates offset by decreased FTEs,

(b) ($32,788) more benefits,

(c) ($1,898) more TeamCare administrative fees and

(d) ($3,746) more general and administrative expenses.

During the twelve months ended December 2013 and 2012, the Fund transferred $92,296 and $45,393 respectively, to investments (BNY Mellon) as the operations generated positive cash flows for those periods.

The enclosed report entitled "Central States Funds Financial and Analytical Information" prepared by the Fund's financial group as of December 31, 2013 shows the investment asset allocation as 75% fixed income and 25% equity.

This report also notes that the eleven-month average number of Full-Time Equivalent (FTE) memberships decreased by 0.82% from November 2012 to November 2013 (going from 83,790 to 83,102). During that period, the average number of retirees covered by the Health and Welfare Fund decreased by 11.78% (from 9,764 to 8,614).

Potential Expanded UPS Participation in the Health & Welfare Fund

As indicated in my report for the third quarter of 2013, United Parcel Service, Inc. ("UPS") and the Teamsters National UPS Negotiating Committee had proposed that in early 2014 a large number of *additional* actively employed and retired UPS Teamsters will commence coverage under the Central States Health and Welfare Fund. The Health and Welfare Fund currently covers approximately 50,000 active UPS employees (including the recently added UPS Freight employees discussed below, plus several thousand UPS retirees) and this proposal would result in a significant expansion of UPS's participation in the Fund.

Staff has reported that although the 2013-2018 National/UPS Agreement that embodies the shift of many new UPS participants into coverage under the Central States Health and Welfare Fund was ratified by a vote of the affected Teamster members in June 2013, not all of the regional supplements to that agreement initially achieved ratification. This circumstance has resulted in revisions to the labor agreements and further ratification votes. As a result, there are some open issues concerning the number of new UPS employees who will be covered by the Fund and concerning the coverage commencement dates of the various new UPS groups to be added to the Fund's participation. However, Staff reports that on March 1, 2014 the first new UPS group (UPS Freight, comprising approximately 10,000 new participants) commenced coverage by the Health and Welfare Fund.

Retiree Plan Restructuring

The Health and Welfare Fund's Staff has reported that the retiree coverage package or option of the Fund has always had a Plan Document that is separate from the Plan Document describing the coverage offered to actively employed participants. Staff also reports that the retiree and active coverage options have long been operated as separate benefit plans in several other important respects. Moreover, Staff has noted that ERISA sec. 732 and certain

provisions of the Affordable Care Act ("ACA") exempt plans that cover fewer than two active employees (as a practical matter, "retiree only" plans) from certain coverage mandates. *See, e.g.*, 75 FR 34539 - 34549 (June 17, 2010) (regulatory preamble summarizing ACA and ERISA special coverage rules applicable to retiree only plans). At the November 2013 Meeting of the Board of Trustees Staff recommended, and the Board approved, a restructuring of the Fund that creates a more formal separation between the retiree and active plans, in order to align the Fund's structure more closely with the ERISA and ACA coverage requirements applicable to these two types of benefit plans.

This restructuring was approved with an effective date of January 1, 2014; on that date a new Retire Plan (the "Central States, Southeast and Southwest Areas Retiree Health and Welfare Plan," or the "New Retiree Plan") was formed under the Fund's Trust Agreement. Staff advises that the New Retiree Plan has the same retiree coverage obligations and benefit structure as the Fund's pre-January 1, 2014 retiree plan. Moreover, Staff reports that on January 1, 2014 the New Retiree Plan was separately funded, through a subaccount established under the Fund, in an amount calculated to provide the New Plan with approximately the same financial strength (in terms of liquid asset reserves in comparison to coverage obligations) as the active employee benefit plan ("Active Plan"). Staff also reports that the future funding needs of the New Retiree Plan will be reviewed periodically by the Trustees and funding provided by means of a "Retiree Contribution Benefit" -- which is a new benefit created under the Active Plan that authorizes the Trustees to provide funding to the New Retiree Plan on behalf of Active Plan participants who have eligibility for coverage under the Retiree Plan or are earning credit towards future Retiree Plan eligibility. Staff also reports that it is anticipated that in practical terms the Trustees' review of the funding requirements for active and retiree benefit obligations will continue in much the same way as it has in the past.

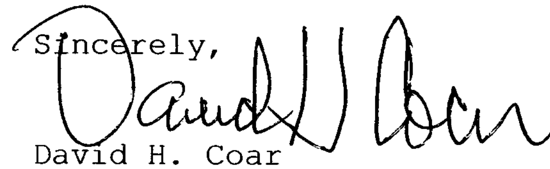
Article V(H)

As required by Article V(H) of the Health and Welfare Fund Consent Decree, the Health and Welfare Fund has paid during the fourth quarter of 2013 the following for professional services and expenses for the Independent Special Counsel:

October	$ 0.00
November	$ 2,242.50
December	$ 0.00

I will be glad to provide additional details regarding any aspect of my activities as Independent Special Counsel. Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,



David H. Coar

Enclosure

cc: Ms. M. Patricia Smith (w/encl.) **Via UPS Next Day**
Mr. Michael A. Schloss (w/encl.) **Via UPS Next Day**
Mr. Thomas C. Nyhan