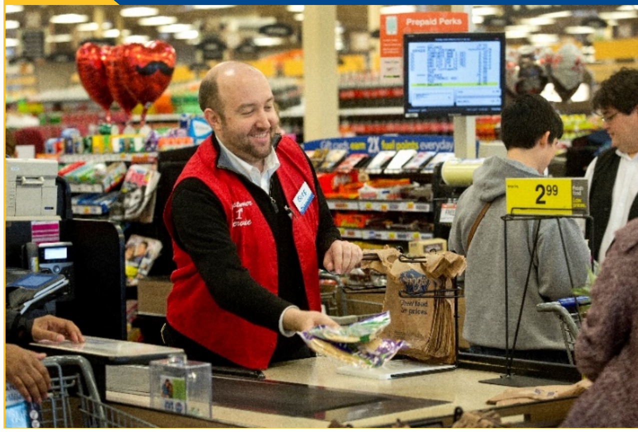


The Fund Office of the Future

The Fund Office Consolidated Pension Fund

UFCW

UFCW a VOICE for working America

Kroger

UFCW Consolidated Pension Fund

SPRING 2019

ANNUAL FUNDING NOTICE

for the

UFCW CONSOLIDATED PENSION PLAN APRIL 2019

INTRODUCTION

This notice includes important information about the funding status of your pension plan ("the 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 January 1, 2018 and ending December 31, 2018 (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.

Funded Percentages (Beginning of Year)			
Plan Year	**2018**	**2017**	**2016**
Valuation Date	January 1, 2018	January 1, 2017	January 1, 2016
Funded Percentage	90.1%	90.8%	97.8%
Value of Assets	$4,225,219,242	$4,178,660,671	$4,211,167,173
Value of Liabilities	$4,684,686,608	$4,598,657,844	$4,301,557,569

The Values of Assets and Funded Percentages reflect special rules under the Pension Relief Act of 2010.

YEAR-END FAIR MARKET VALUE OF ASSETS

The asset values in the chart above are measured as of the Valuation Date. They are also “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.

Fair Market Values of Assets (End of Year)			
Plan Year	**2018**	**2017**	**2016**
Year End Date	December 31, 2018	December 31, 2017	December 31, 2016
Value of Assets	$3,900,532,463 (approx.)	$4,175,085,306	$3,810,493,454

ENDANGERED, 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 not in endangered, critical, or critical and declining status (in other words, the Plan was in the “green zone”) in the Plan Year beginning January 1, 2018. The Plan continues to be in the “green zone” for the plan year beginning January 1, 2019. If the Plan had been in endangered, critical, or critical and declining status for the plan year beginning January 1, 2019, separate notification of that status would have been provided.

PARTICIPANT INFORMATION

The total number of participants and beneficiaries covered by the Plan on the Valuation Date, January 1, 2018, was 223,423. Of this number, 86,009 were current employees, 47,453 were retired and receiving benefits, and 89,961 were retired or no longer working for an employer and who have a right to future benefits.

FUNDING AND 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 described in a Memorandum of Understanding ("MOU") between The Kroger Co. ("Kroger") and the fourteen Local Unions of the United Food and Commercial Workers that established the Plan. Under the terms of the MOU, Kroger will, at a minimum, make contributions to the Plan that are sufficient (1) to pay down the unfunded liabilities as of December 31, 2011 over a period of six years (which has already been done), (2) to pay for the cost of benefits to be earned each year in the future, (3) to pay for any future actuarial losses over a period of ten years, and (4) to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA). Other special rules also apply under the MOU, which may increase or decrease the amount of the contribution required from Kroger in any given year, depending on the funding levels of the Plan.

Pension plans also have investment policies. These generally are written guidelines or general instructions for making investment management decisions. The Plan's investment policy is to invest in a diversified portfolio of assets that will maximize investment return over the long term within reasonable and prudent levels of risk and to maintain sufficient liquidity to pay Plan benefits and administrative expenses.

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 (End of Year)	Percentage
Stocks	19%
Investment grade debt instruments	7%
High-yield debt instruments	11%
Real estate	5%
Other	58%

EVENTS HAVING A MATERIAL EFFECT ON ASSETS OR LIABILITIES

By law this notice must contain a written explanation of new events that have a material effect on plan liabilities or assets. This is because such events can significantly impact the funding condition of a plan. An event is generally viewed as material if, for example, it is expected to increase or decrease total Plan assets or total Plan liabilities by 5% or more.

For the plan year ending December 31, 2019, there are no events expected to occur that will have a material effect on plan liabilities or assets.

UFCW CONSOLIDATED PENSION FUND

PRE-MERGER PLAN INFORMATION

Effective December 31, 2011, there was a merger of four UFCW pension plans that resulted in the creation of the UFCW Consolidated Pension Plan. The Consolidated Plan is currently better funded than any of the four plans prior to the merger. As described earlier, the funding policy of the Plan is described in a Memorandum of Understanding ("MOU") between The Kroger Co. ("Kroger") and fourteen UFCW Local Unions whose members are covered under the Plan as a result of the merger. Under the terms of the MOU, Kroger, which is the employer to over 90% of the active participants in the Consolidated Plan, was required to make contributions sufficient to return the Consolidated Plan to the "green zone" for the plan year beginning January 1, 2012 and was also required to pay down the unfunded liabilities of the Consolidated Plan more rapidly than is required by law. Kroger was also allowed to accelerate its required contributions to the Consolidated Plan.

Consistent with this commitment, Kroger accelerated its contribution obligation and made special contributions totaling $857,886,089 to the Consolidated Plan during 2012. These special contributions covered the cost of benefits to be earned in 2012 and eliminated the unfunded liabilities of the Consolidated Plan. Prior to the special contributions, as of January 1, 2012, the Consolidated Plan was 74.0% funded on a market value of assets basis. After the special contributions, as of December 31, 2012, it was 101.8% funded on a market value of assets basis. Under the MOU, Kroger is required to make contributions to maintain the Consolidated Plan in the "green zone."

Since 2012, you have received Annual Funding Notices from the Plan under its current name, the UFCW Consolidated Pension Plan. Notices you received with respect to the plan years prior to 2012 were under the prior plan names, as described below.

Former Plan Name, as of December 31, 2011	Short Plan Name	EIN/PN
United Food and Commercial Workers Unions and Employers Pension Plan	Atlanta Plan	58-6101602 / 001
UFCW Unions and Food Employers Pension Plan of Central Ohio	Central Ohio Plan	31-6089168 / 001
Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan	Indiana Plan	35-6244695 / 001
Northwest Ohio UFCW Union and Employers Joint Pension Fund	NW Ohio Plan	34-0947187 / 001

New Plan Name, effective January 1, 2012	Short Plan Name	EIN/PN
UFCW Consolidated Pension Plan	Consolidated Plan	58-6101602 / 001

TRANSFERS OF PLAN ASSETS AND LIABILITIES

As reported in prior year Notices, there were four transfers of assets and liabilities during prior plan years. In general, the transferred assets and liabilities were related to benefits attributable to Kroger under the other plan. The transfers did not have a material impact on the funding condition of the Plan.

Each of the four transfers occurred under the terms of the applicable transfer agreements between the Consolidated Plan and the other plans. The resulting unfunded liabilities transferred into the Consolidated Plan are required to be funded by Kroger under the terms of the applicable contribution agreements between the Consolidated Plan and Kroger, which have similar funding requirements as the MOU described earlier in this notice. Under each of the contribution agreements, Kroger is permitted to accelerate its required contributions to the Consolidated Plan.

RIGHT TO REQUEST A COPY OF THE ANNUAL REPORT

Pension plans must file annual reports with the U.S. 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 U.S. 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. You may also 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 as 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 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 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 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?"*** below.

YOUR RIGHT TO A BENEFIT STATEMENT

Under ERISA, as a participant in the UFCW Consolidated Pension Plan, you have the right to obtain a statement telling you whether you have a right to receive a benefit at your Normal Retirement Date (generally age 65) and, if so, what your benefits would be at your Normal Retirement Date if you stop participating in the Plan now. If you do not have a right to a benefit under the Plan, the statement will tell you how many more years you have to work to have a right to a benefit under the Plan. This statement must be requested in writing and is not required to be given more than once a year. The statement must be provided free of charge. Contact information for the UFCW Consolidated Pension Fund Office can be found below.

WHERE TO GET MORE INFORMATION?

For more information about this notice, you may contact:

Board of Trustees
UFCW Consolidated Pension Fund
1740 Phoenix Parkway
Atlanta, Georgia 30349
(770) 997-9910 or (800) 241-7701

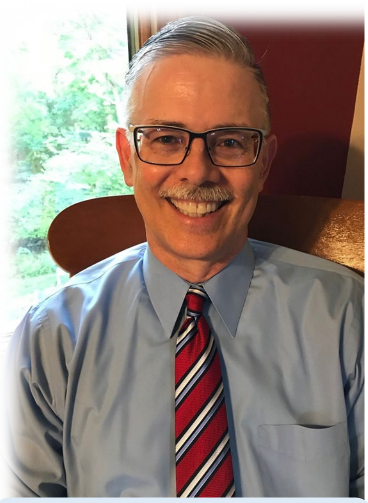
For identification purposes, the official plan number is 001, the Plan sponsor's name is the Board of Trustees of the UFCW Consolidated Pension Fund, and the Plan sponsor's employer identification number or "EIN" is 58-6101602.

SOCIAL SECURITY ADMINISTRATION OFFERS AN ONLINE BENEFIT ELIGIBILITY SCREENING TOOL

Did you know that the Social Security Administration offers an online Benefit Eligibility Tool known as BEST? The online BEST is available for your convenience to assist you in researching the benefits that you may be entitled to with the Social Security Administration. Based on the answers that you provide to the online questions, BEST will list benefits for which you might be eligible and explain the details of the information.

Go online to the Social Security Administration at https://ssabest.benefits.gov to access the BEST Tool. For more information, contact the Social Security Administration at 1-800-772-1213.

MEET YOUR NEW EXECUTIVE DIRECTOR



Mark J. Murphy
Executive Director

Mark J. Murphy was born and raised in Chicago, IL. He has worked for 30 years in administering defined benefit pension plans. In addition, he has interacted with many health and welfare plans. Mark has worked in both public and private sector funds during his 30 - year career.

Mark started his career with the Teamster Central States Pension Fund located in Chicago as a pension analyst and worked his way up to a supervisor position. Mark's next career stop was Zenith Administrators in Chicago, where he was a pension operations manager overseeing the overall administration of the UFCW National Pension Fund. During his time at Zenith Administrators, Mark assisted with administering Teamster, IBEW and other union pension and health plans. Mark’s next career move was the City of Philadelphia Board of Pension and Retirement. While working as the Deputy Executive Director with the City of Philadelphia, Mark was responsible for the overall operations of their defined benefit pension plan and their 457 pension plan.

Finally, Mark moved to Jefferson City, Missouri, where he worked as a Deputy Executive Director for the State Employees Retirement System of Missouri. During his tenure there, he was responsible for the overall operations of the statewide pension plan.

Mark graduated from the University of Illinois-Urbana with a Bachelor of Arts in Speech Communications. He also attended Loyola University in Chicago where he earned a Master’s of Science in Industrial Relations (Concentration in Benefits and Compensation).

FINANCIAL PROTECTION FOR YOUR SPOUSE

The Pension Plan offers a monthly benefit for your surviving spouse upon your death if you die before or after retirement.

Pre-Retirement Surviving Spouse Benefit:
The Pension Plan automatically protects your spouse if you die after you are vested under the Consolidated Plan and before you retire. If that happens, then your “Eligible Spouse” will receive a Pre-Retirement Surviving Spouse Benefit. You must have been continuously married to your spouse for at least 30 days immediately preceding your death for your spouse to be considered an Eligible Spouse. If you have completed 10 or more years of eligibility service, a reduced benefit is available the month following your 55^{th} birthday.

Surviving Spouse Benefit:
If you have completed at least five years of Eligibility Service (as determined for vesting purposes) and you die before you start receiving benefits under the Consolidated Plan, your surviving spouse may be eligible to receive benefits from the Consolidated Plan at your Normal Retirement Date.

Death during Disability:
If you die while you are receiving a Disability Benefit, your spouse may be eligible to receive the Pre-Retirement Surviving Spouse Benefit as described above.

If You Die after Retirement:
When you retire, you have the option of a Joint and Survivor Annuity. This option pays you a reduced monthly benefit for your lifetime. When you die, a percentage of the original reduced amount will continue to your spouse for his or her lifetime. You may select the survivor percentage to be 50%, 66-2/3%, 75% or 100%.

UFCW Consolidated Pension Fund
1740 Phoenix Parkway
Atlanta, Georgia 30349

NEED HELP?

Need help with anything? Please contact the Fund Office at 770-997-9910 or 1-800-241-7701.

FOR MORE INFORMATION

The Board of Trustees of the UFCW Consolidated Pension Fund is committed to providing retirement security for the participants.

For questions or more information, please contact the Fund Office at:

UFCW CONSOLIDATED PENSION FUND

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Atlanta, GA 30349
Tel: (770) 997-9910 or (800) 241-7701
www.ufcwemprfund.org