

IMPORTANT NOTICE –REHABILITATION PLAN

**WESTERN STATES OFFICE AND PROFESSIONAL
EMPLOYEES PENSION FUND**

REHABILITATION PLAN

UNDER THE PENSION PROTECTION ACT OF 2006

EFFECTIVE: NOVEMBER 25, 2009

1. Effective Date.

This Rehabilitation Plan was adopted on October 16, 2009, and is effective upon 30 days notice. Notice to all collective bargaining parties was mailed on October 26, 2009. *Therefore, this Rehabilitation Plan is effective for all collective bargaining agreements expiring on or after November 25, 2009.*

2. Statement of Purpose.

You have been previously notified that the Western States Office and Professional Employees Pension Fund is in “red zone” or critical status under the Pension Protection Act of 2006. The Board of Trustees (“Trustees”) is required to adopt and implement this Rehabilitation Plan to address red zone funding issues under the Pension Protection Act.

3. Statement of Authority.

This Rehabilitation Plan is adopted pursuant to the Trustees’ express and implied authority under: (a) the Pension Protection Act; (b) the Employee Retirement Income Security Act of 1974, as amended; (c) common law; (d) applicable employer participation agreements; and (e) the Trust Agreement (“Trust”) for the Western States Office and Professional Employees Pension Fund.

Contact Information

All questions concerning this Rehabilitation Plan should be directed to:

Western States Office and Professional Employees Pension Fund
c/o A & I Benefit Plan Administrators, Inc.
1220 SW Morrison Street
Suite 300
Portland, OR 97205
Tele: 503.222.7694 Fax: 503.228.0149

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4. Overview.

The Rehabilitation Plan consists of the following parts:

- a. Benefit Reductions. The Trustees made changes to the Plan's benefit structure to improve the Plan's funding status. The changes are part of the Rehabilitation Plan. All parties and participants were advised of these changes through mailings and participant meetings. Copies of the mailings are attached and made a part of the Rehabilitation Plan.
- b. Supplemental Employer Contributions. The Pension Protection Act requires contributing employers to make supplemental pension contributions using the contribution percentages on one of the following schedules:

Negotiated Schedule: Bargaining parties may adopt a new or amended CBA that incorporates the attached Supplemental Employer Contribution Schedule. The schedule provides Supplemental Employer Contribution Percentages based upon the month in which the CBA is effective.

Default Schedule: The Default Supplemental Employer Contribution Schedule *automatically applies* in the event bargaining parties do not adopt a CBA incorporating the Supplemental Employer Contribution Schedule within 180 days after the bargaining parties' current Collective Bargaining Agreement ("CBA") expires.

Example of the 180 day rule:

<u>Date</u>	<u>Action</u>
Nov. 30, 2009	CBA expires
May 28, 2010	The 179 th day after the CBA expired. The bargaining parties have until this date to adopt a new CBA incorporating the Supplemental Employer Contribution Schedule retroactive to December 1, 2009.
May 29, 2010	The default schedule <i>automatically applies</i> on this date, retroactive to December 1, 2009, if the bargaining parties have not adopted a new CBA incorporating the Supplemental Employer Contribution Schedule.

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5. Additional Provisions.

- a. Updating of Supplemental Contribution Schedules. The Trustees will reevaluate the supplemental and default contribution percentages for the attached contribution schedules annually at the time the Plan's actuary makes the Plan's annual Pension Protection Act certification. The Trustees may adjust the percentages in order to maintain a viable Rehabilitation Plan. Any changes to the supplemental contribution percentages are applicable to CBAs expiring after the effective date of the change to the schedules.

Example: The CBA expires on November 30, 2009, and the bargaining parties adopt the current Supplemental Employer Contribution Schedule effective December 1, 2009. The new CBA is five years. The bargaining parties are not subject to changes made to the contribution schedules after December 1, 2009, and during the term of the CBA. However, the bargaining parties are subject to the updated contribution schedules for future years after the CBA expires on November 30, 2014.

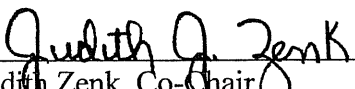
- b. Employers Cannot Reduce Pension Contribution Rates. The Pension Protection Act prohibits bargaining parties from entering into a new or amended CBA that:
- (1) reduces the level of pension contribution for any participant;
 - (2) suspends pension contributions with respect to any period of service;
or
 - (3) includes a new direct or indirect exclusion of younger or newly hired employees from Plan participation.
- c. Surcharge Remains until Supplemental Contribution Schedule in Place. The surcharge remains in place until either the bargaining parties adopt a Supplemental Employer Contribution Schedule or the Default Supplemental Employer Contribution Schedule applies.

Example: The CBA expires on November 30, 2012. The 5% surcharge applies to pension contributions on hours starting August 1, 2009, through December, 2009. The 10% surcharge applies to pension contribution on hours from January 1, 2010, through November 30, 2012. Starting on December 1, 2012, the 10% surcharge will be replaced by the supplemental contribution percentage on either the Supplemental Employer Contribution Schedule adopted by the bargaining parties or the Default Supplemental Employer Contribution Schedule.

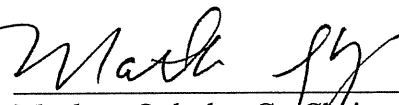
IMPORTANT NOTICE –REHABILITATION PLAN

- d. Failure to make Supplemental Contributions. Contributions due under either Supplemental Employer Contribution Schedule or the Default Supplemental Employer Contribution Schedule are subject to the Plan's Delinquent Contribution Policy. This means that if the supplemental pension contributions are not made on time the responsible employer may be liable for the amount of the delinquent contributions, plus interest, liquidated damages, attorney fees and other equitable relieve available under ERISA.
6. Questions and Answers. The Trustees anticipate there will be questions concerning this Rehabilitation Plan and the attached schedules. You should direct your questions to the contact information provided on this first page. The Trustees may issue written answers to commonly questions which are made part of this Rehabilitation Plan when distributed.
7. Trustees' Authority. The Trustees may interpret, modify, amend, suspend or terminate this Rehabilitation Plan. The Trustees shall determine, in their discretion, whether a Plan amendment is consistent with this Rehabilitation Plan.
8. Adoption. The Co-Chairs were authorized to adopt this Rehabilitation Plan at a Board of Trustees meeting held on September 10, 2009.

Signed on behalf of the Board of Trustees:



Judith Zenk, Co-Chair
Date signed: 10/21/09



Matthew Oglesby, Co-Chair
Date signed: 10/22/09

WESTERN STATES OFFICE & PROFESSIONAL EMPLOYEES PENSION PLAN

Supplemental Employer Contribution Schedule

The following Supplemental Employer Contribution Percentages apply to collective bargaining agreements effective on or after November 25, 2009. The bargaining parties cannot reduce employer pension contribution rates below the pension contribution rates in effect on March 31, 2009.

CBA Effective Date	Subsequent Year After CBA Effective Date													
	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	13th	14th & on
12/1/2009	26%	52%	78%	104%	130%	156%	182%	208%	234%	260%	286%	312%	338%	361%
1/1/2010	26	52	78	104	130	156	182	208	234	260	286	312	338	364
2/1/2010	28	54	80	106	132	158	184	210	236	262	288	314	340	364
3/1/2010	30	56	82	108	134	160	186	212	238	264	290	316	342	364
4/1/2010	33	59	85	111	137	163	189	215	241	267	293	319	345	364
5/1/2010	35	61	87	113	139	165	191	217	243	269	295	321	347	364
6/1/2010	37	63	89	115	141	167	193	219	245	271	297	323	349	364
7/1/2010	39	65	91	117	143	169	195	221	247	273	299	325	351	364
8/1/2010	41	67	93	119	145	171	197	223	249	275	301	327	353	364
9/1/2010	43	69	95	121	147	173	199	225	251	277	303	329	355	364
10/1/2010	46	72	98	124	150	176	202	228	254	280	306	332	358	364
11/1/2010	48	74	100	126	152	178	204	230	256	282	308	334	360	364
12/1/2010	50	76	102	128	154	180	206	232	258	284	310	336	362	364
1/1/2011	52	78	104	130	156	182	208	234	260	286	312	338	364	364
2/1/2011	54	80	106	132	158	184	210	236	262	288	314	340	364	364
3/1/2011	56	82	108	134	160	186	212	238	264	290	316	342	364	364
4/1/2011	59	85	111	137	163	189	215	241	267	293	319	345	364	364

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CBA Effective Date	Subsequent Year After CBA Effective Date													
	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	13th	14th & on
5/1/2011	61	87	113	139	165	191	217	243	269	295	321	347	364	364
6/1/2011	63	89	115	141	167	193	219	245	271	297	323	349	364	364
7/1/2011	65	91	117	143	169	195	221	247	273	299	325	351	364	364
8/1/2011	67	93	119	145	171	197	223	249	275	301	327	353	364	364
9/1/2011	69	95	121	147	173	199	225	251	277	303	329	355	364	364
10/1/2011	72	98	124	150	176	202	228	254	280	306	332	358	364	364
11/1/2011	74	100	126	152	178	204	230	256	282	308	334	360	364	364
12/1/2011	76	102	128	154	180	206	232	258	284	310	336	362	364	364
1/1/2012	78	104	130	156	182	208	234	260	286	312	338	364	364	364
2/1/2012	81	107	133	159	185	211	237	263	289	315	341	365	365	365
3/1/2012	83	109	135	161	187	213	239	265	291	317	343	366	366	366
4/1/2012	86	112	138	164	190	216	242	268	294	320	346	368	368	368
5/1/2012	88	114	140	166	192	218	244	270	296	322	348	369	369	369
6/1/2012	91	117	143	169	195	221	247	273	299	325	351	370	370	370
7/1/2012	93	120	147	174	201	228	255	282	309	336	363	371	371	371
8/1/2012	96	123	150	177	204	231	258	285	312	339	366	372	372	372
9/1/2012	98	125	152	179	206	233	260	287	314	341	368	373	373	373

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CBA Effective Date	Subsequent Year After CBA Effective Date													
	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	13th	14th & on
10/1/2012	101	128	155	182	209	236	263	290	317	344	371	375	375	375
11/1/2012	103	130	157	184	211	238	265	292	319	346	373	376	376	376
12/1/2012	106	133	160	187	214	241	268	295	322	349	376	377	377	377
1/1/2013	108	135	162	189	216	243	270	297	324	351	378	378	378	378
2/1/2013	111	138	165	192	219	246	273	300	327	354	380	380	380	380
3/1/2013	114	141	168	195	222	249	276	303	330	357	383	383	383	383
4/1/2013	117	145	173	201	229	257	285	313	341	369	385	385	385	385
5/1/2013	120	148	176	204	232	260	288	316	344	372	387	387	387	387
6/1/2013	123	151	179	207	235	263	291	319	347	375	390	390	390	390
7/1/2013	127	155	183	211	239	267	295	323	351	379	392	392	392	392
8/1/2013	130	158	186	214	242	270	298	326	354	382	394	394	394	394
9/1/2013	133	161	189	217	245	273	301	329	357	385	397	397	397	397
10/1/2013	136	165	194	223	252	281	310	339	368	397	399	399	399	399
11/1/2013	139	168	197	226	255	284	313	342	371	400	401	401	401	401
12/1/2013	142	171	200	229	258	287	316	345	374	403	404	404	404	404
1/1/2014	145	174	203	232	261	290	319	348	377	406	406	406	406	406
2/1/2014	148	177	206	235	264	293	322	351	380	408	408	408	408	408

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CBA Effective Date	Subsequent Year After CBA Effective Date														
	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	13th	14th & on	
3/1/2014	152	181	210	239	268	297	326	355	384	411	411	411	411	411	411
4/1/2014	155	185	215	245	275	305	335	365	395	413	413	413	413	413	413
5/1/2014	159	189	219	249	279	309	339	369	399	415	415	415	415	415	415
6/1/2014	162	192	222	252	282	312	342	372	402	418	418	418	418	418	418
7/1/2014	166	196	226	256	286	316	346	376	406	420	420	420	420	420	420
8/1/2014	169	199	229	259	289	319	349	379	409	422	422	422	422	422	422
9/1/2014	172	202	232	262	292	322	352	382	412	425	425	425	425	425	425
10/1/2014	176	207	238	269	300	331	362	393	424	427	427	427	427	427	427
11/1/2014	179	210	241	272	303	334	365	396	427	429	429	429	429	429	429
12/1/2014	183	214	245	276	307	338	369	400	431	432	432	432	432	432	432
1/1/2015	186	217	248	279	310	341	372	403	434	434	434	434	434	434	434

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Default Supplemental Employer Contribution Schedule

The following Default Supplemental Employer Contribution Percentages automatically apply if (a) the collective bargaining agreement ("CBA") expires on or after November 25, 2009; and (b) the bargaining parties do not adopt a new CBA implementing the Supplemental Employer Contribution Schedule within 180 days after the CBA expires. The bargaining parties cannot reduce employer pension contribution rates below the pension contribution rates in effect on March 31, 2009.

CBA Effective Date	Subsequent Year After CBA Effective Date													
	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	13th	14th & on
12/1/2009	34%	68%	102%	136%	170%	204%	238%	272%	306%	340%	374%	408%	442%	471%
1/1/2010	34	68	102	136	170	204	238	272	306	340	374	408	442	476
2/1/2010	37	71	105	139	173	207	241	275	309	343	377	411	445	476
3/1/2010	40	74	108	142	176	210	244	278	312	346	380	414	448	476
4/1/2010	43	77	111	145	179	213	247	281	315	349	383	417	451	476
5/1/2010	45	79	113	147	181	215	249	283	317	351	385	419	453	476
6/1/2010	48	82	116	150	184	218	252	286	320	354	388	422	456	476
7/1/2010	51	85	119	153	187	221	255	289	323	357	391	425	459	476
8/1/2010	54	88	122	156	190	224	258	292	326	360	394	428	462	476
9/1/2010	57	91	125	159	193	227	261	295	329	363	397	431	465	476
10/1/2010	60	94	128	162	196	230	264	298	332	366	400	434	468	476
11/1/2010	62	96	130	164	198	232	266	300	334	368	402	436	470	476
12/1/2010	65	99	133	167	201	235	269	303	337	371	405	439	473	476
1/1/2011	68	102	136	170	204	238	272	306	340	374	408	442	476	476
2/1/2011	71	105	139	173	207	241	275	309	343	377	411	445	478	478
3/1/2011	74	108	142	176	210	244	278	312	346	380	414	448	479	479
4/1/2011	78	112	146	180	214	248	282	316	350	384	418	452	481	481

WESTERN STATES OFFICE & PROFESSIONAL EMPLOYEES PENSION PLAN

Default Supplemental Employer Contribution Schedule

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	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	13th	14th & on
5/1/2011	81	115	149	183	217	251	285	319	353	387	421	455	482	482
6/1/2011	84	118	152	186	220	254	288	322	356	390	424	458	484	484
7/1/2011	87	122	157	192	227	262	297	332	367	402	437	472	486	486
8/1/2011	90	125	160	195	230	265	300	335	370	405	440	475	487	487
9/1/2011	93	128	163	198	233	268	303	338	373	408	443	478	489	489
10/1/2011	97	132	167	202	237	272	307	342	377	412	447	482	490	490
11/1/2011	100	135	170	205	240	275	310	345	380	415	450	485	492	492
12/1/2011	103	138	173	208	243	278	313	348	383	418	453	488	493	493
1/1/2012	106	141	176	211	246	281	316	351	386	421	456	491	495	495
2/1/2012	110	145	180	215	250	285	320	355	390	425	460	495	498	498
3/1/2012	113	149	185	221	257	293	329	365	401	437	473	500	500	500
4/1/2012	117	153	189	225	261	297	333	369	405	441	477	503	503	503
5/1/2012	121	157	193	229	265	301	337	373	409	445	481	505	505	505
6/1/2012	124	160	196	232	268	304	340	376	412	448	484	508	508	508
7/1/2012	128	165	202	239	276	313	350	387	424	461	498	510	510	510
8/1/2012	132	169	206	243	280	317	354	391	428	465	502	513	513	513
9/1/2012	135	172	209	246	283	320	357	394	431	468	505	515	515	515

WESTERN STATES OFFICE & PROFESSIONAL EMPLOYEES PENSION PLAN

Default Supplemental Employer Contribution Schedule

The following Default Supplemental Employer Contribution Percentages automatically apply if (a) the collective bargaining agreement ("CBA") expires on or after November 25, 2009; and (b) the bargaining parties do not adopt a new CBA implementing the Supplemental Employer Contribution Schedule within 180 days after the CBA expires. The bargaining parties cannot reduce employer pension contribution rates below the pension contribution rates in effect on March 31, 2009.

CBA Effective Date	Subsequent Year After CBA Effective Date													
	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	13th	14th & on
10/1/2012	139	176	213	250	287	324	361	398	435	472	509	518	518	518
11/1/2012	143	181	219	257	295	333	371	409	447	485	520	520	520	520
12/1/2012	146	184	222	260	298	336	374	412	450	488	523	523	523	523
1/1/2013	150	188	226	264	302	340	378	416	454	492	525	525	525	525
2/1/2013	154	192	230	268	306	344	382	420	458	496	526	526	526	526
3/1/2013	157	195	233	271	309	347	385	423	461	499	528	528	528	528
4/1/2013	161	199	237	275	313	351	389	427	465	503	529	529	529	529
5/1/2013	164	202	240	278	316	354	392	430	468	506	530	530	530	530
6/1/2013	168	206	244	282	320	358	396	434	472	510	531	531	531	531
7/1/2013	172	211	250	289	328	367	406	445	484	523	533	533	533	533
8/1/2013	175	214	253	292	331	370	409	448	487	526	534	534	534	534
9/1/2013	179	218	257	296	335	374	413	452	491	530	535	535	535	535
10/1/2013	182	221	260	299	338	377	416	455	494	533	536	536	536	536
11/1/2013	186	225	264	303	342	381	420	459	498	537	538	538	538	538
12/1/2013	189	228	267	306	345	384	423	462	501	539	539	539	539	539
1/1/2014	193	232	271	310	349	388	427	466	505	540	540	540	540	540
2/1/2014	198	237	276	315	354	393	432	471	510	544	544	544	544	544

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Default Supplemental Employer Contribution Schedule

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CBA Effective Date	Subsequent Year After CBA Effective Date													
	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	13th	14th & on
3/1/2014	203	243	283	323	363	403	443	483	523	548	548	548	548	548
4/1/2014	208	248	288	328	368	408	448	488	528	552	552	552	552	552
5/1/2014	212	252	292	332	372	412	452	492	532	555	555	555	555	555
6/1/2014	217	257	297	337	377	417	457	497	537	559	559	559	559	559
7/1/2014	222	263	304	345	386	427	468	509	550	563	563	563	563	563
8/1/2014	227	268	309	350	391	432	473	514	555	567	567	567	567	567
9/1/2014	232	273	314	355	396	437	478	519	560	571	571	571	571	571
10/1/2014	237	278	319	360	401	442	483	524	565	575	575	575	575	575
11/1/2014	241	283	325	367	409	451	493	535	577	578	578	578	578	578
12/1/2014	246	288	330	372	414	456	498	540	582	582	582	582	582	582
1/1/2015	251	293	335	377	419	461	503	545	586	586	586	586	586	586

<p>NOTICE TO PARTICIPANTS and SUMMARY OF MATERIAL MODIFICATIONS</p>	<p>WESTERN STATES OFFICE AND PROFESSIONAL EMPLOYEES PENSION FUND</p>
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To: All Participants in the Western States Office and Professional Employees Pension Fund (“Plan”)
From: Board of Trustees, as Sponsor and Plan Administrator
Date: July 10, 2009
Subject: Notification of Plan Amendments

Plan Information: Plan’s EIN: 94-6076144 Plan Number: 001

Purpose of this Document: Provide notification to Participants of the following:

- A Plan Amendment **effective as of August 1, 2009**. Notification is made pursuant to Section 204(h) of the Employee Retirement Income Security Act;
- A Plan Amendment changing the effective date of amendments implementing Red Zone status to **January 1, 2010** (the previous effective date was November 1, 2009); and
- A Summary of Material Modifications (“SMM”) to Plan Participants describing the above referenced Plan amendments. The Plan also acts as the Summary Plan Description (“SPD”).

Retain for Your Records: Please keep this document with your original SPD and the April SMM, which was previously provided to you. Together, they inform you of your rights and benefits under the Plan. These documents are also available on the Plan’s website at: <http://www.wsp.aibpa.com>.

Read and Understand: The Board of Trustees encourages all Participants to read this document carefully so Participants understand the changes to the Plan and how the changes may impact each Participant.

Further Information: Any questions concerning the Plan and/or the amendments and changes discussed in this document should be directed to the Plan’s third party administrator as follows:

A&I Benefit Plan Administrators, Inc.
1220 S.W. Morrison St, Suite 300
Portland, OR 97205-2222
Toll-Free: (800) 413-4928 Local: (503) 222-7694

<p>NOTICE TO PARTICIPANTS and SUMMARY OF MATERIAL MODIFICATIONS</p>	<p>WESTERN STATES OFFICE AND PROFESSIONAL EMPLOYEES PENSION FUND</p>
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AMENDMENT EFFECTIVE AUGUST 1, 2009

The following changes are effective for Participants retiring on or after **August 1, 2009**. All other Plan provisions remain in effect as previously summarized in the SPD and April SMM.

Amendment 13 made the following Plan changes for Participants not yet in pay status, effective for retirements on or after August 1, 2009:

1. The reinstatement and suspension rules are changed for Participants taking early retirement on or after August 1, 2009. The Participant may have his or her benefits reinstated once after a suspension, before reaching Normal Retirement Age or qualifying for another distribution provision under the Plan (other than early retirement).
2. Benefit payments that are suspended are forfeited and not paid.

Attachment A provides the updated wording of the Returning to Work After Retirement section of the SPD and Plan.

AMENDMENT EFFECTIVE JANUARY 1, 2010

The changes made by Amendment 12 are now effective for retirements on or after **January 1, 2010**. The prior effective date was for retirements on or after November 1, 2009. Amendment 12 made the following changes, as explained in the April SMM:

1. Normal Retirement Benefit eligibility is age 65.
2. The Rule of 80 Retirement option (early retirement) is eliminated.
3. Early retirement subsidies for Participants not in pay status are eliminated.
4. Disability Benefits and Alternative Disability Benefits not in pay status are eliminated.
5. Optional forms of benefit are limited to a straight life annuity, joint and 50% survivor annuity and actuarial equivalent annuities.
6. Pre-retirement death benefits are limited to Qualified Pre-retirement Survivor Annuities.

An updated version of the Participant Questions, dated April, 2009, will be sent to you shortly and posted on the Plan's website (the April document is currently available on the Plan's website at: <http://www.wsp.aibpa.com>). The updated version will include expanded responses based on the Plan amendments discussed in this document as well as responses to Participant questions concerning Red Zone status.

<p>NOTICE TO PARTICIPANTS and SUMMARY OF MATERIAL MODIFICATIONS</p>	<p>WESTERN STATES OFFICE AND PROFESSIONAL EMPLOYEES PENSION FUND</p>
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ATTACHEMENT A

The Plan section entitled “RETURNING TO WORK AFTER RETIREMENT” on Page 20 of the Plan shall be amended and restated as follows, effective June 5, 2009:

RETURNING TO WORK AFTER RETIREMENT

Suspension Rule

After you have retired and are receiving benefits, your monthly benefits will be suspended if you return to work for a participating Employer and have 40 or more hours of work per month for 3 consecutive months. The suspension rule does not apply to you if you are receiving benefits under the rule for “Mandatory Retirement Benefit at Age 70-1/2” as described on page 10.

Reinstatement Rules and Suspension

If your benefits are suspended, you may apply for reinstatement of your pension benefits if you have less than 40 hours of work in a month. The following additional rules apply to Participants who take early retirement on or after August 1, 2009:

1. If you take early retirement you may have your benefits reinstated once after a suspension. Your pension benefits will not be payable until Normal Retirement Age if you take early retirement and:
 - your benefits are suspended under the Suspension Rule described above, and
 - your benefits are subsequently reinstated, and
 - your benefits are again suspended under the Suspension Rule.
2. Suspended pension benefit payments are forfeited and not paid. The forfeiture does not affect your normal retirement benefit (or the actuarial equivalent thereof) payable at Normal Retirement Age.
3. There is an exception to the rule that your pension benefits are not payable until Normal Retirement Age if your benefits are suspended more than once after early retirement. The exception is that your benefits are payable before Normal Retirement Age pursuant to a distribution option or provision other than early retirement. An example is the payment of death benefits.

NOTICE TO PARTICIPANTS and SUMMARY OF MATERIAL MODIFICATIONS	WESTERN STATES OFFICE AND PROFESSIONAL EMPLOYEES PENSION FUND
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Accrual of Benefits after Retirement

If you continue to work for a participating employer after early retirement and your benefits are not suspended, you will continue to earn additional benefits. Your benefits will be recalculated yearly.

If you continue to work for a participating employer after normal retirement age and your benefits are not suspended, you will not earn additional benefits in a year in which you work if the actuarial value of the benefits that you receive in the year exceed the benefits that you would earn from working in that year.

If, during your period of re-employment after your benefits were suspended, contributions were made on your behalf for at least 500 hours of work prior to reinstatement of benefits, your Total Service Benefit will be recomputed and increased as if your employment had been continuous with an actuarial adjustment made for retirement benefits previously received.

SUMMARY OF MATERIAL MODIFICATIONS	WESTERN STATES OFFICE AND PROFESSIONAL EMPLOYEES PENSION FUND
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To: All Participants in the Western States Office and Professional Employees Pension Fund (“Plan”)
From: Board of Trustees, as Sponsor and Plan Administrator
Date: April 9, 2009
Subject: Plan Amendments

Plan Information: Plan’s EIN: 94-6076144 Plan Number: 001

Purpose of this Summary: This Summary of Material Modifications notifies Plan participants of amendments that have been made to the Plan since the Plan was last restated. The Plan also acts as the Summary Plan Description.

Retain for Your Records: Please keep this Summary of Material Modifications with your original Summary Plan Description. Together, they inform you of your rights and benefits under the Plan.

Further Information: Any questions concerning the Plan or the amendments discussed herein should be directed to the Plan’s third party administrator as follows:

Third Party Administrator through May 31, 2009:

Marana Benefits Administration, Inc.
12667 Alcosta Blvd., Suite 300
San Ramon, CA 94583
Phone: (925) 294-8891

Third Party Administrator after June 1, 2009:

A&I Benefit Plan Administrators, Inc.
1220 S.W. Morrison St, Suite 300
Portland, OR 97205-2222
Toll-Free: (800) 413-4928
Local: (503) 222-7694

SUMMARY OF MATERIAL MODIFICATIONS	WESTERN STATES OFFICE AND PROFESSIONAL EMPLOYEES PENSION FUND
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Summary of Plan Amendments:

The following amendments have been made to the Plan since the Plan was last restated. All other Plan provisions remain effective as previously summarized in the Summary Plan Description.

Amendment 12 made the following amendments to the Plan for participants not yet in pay status, effective for retirements on or after November 1, 2009:

1. Normal Retirement Benefit eligibility is age 65.
2. The Rule of 80 Retirement option (early retirement) is eliminated.
3. Early retirement subsidies for participants not in pay status are eliminated.
4. Disability Benefits and Alternative Disability Benefits not in pay status are eliminated.
5. Optional forms of benefit are limited to a straight life annuity, joint and 50% survivor annuity and actuarial equivalent annuities.
6. Pre-retirement death benefits are limited to Qualified Pre-retirement Survivor Annuities.

Amendment 11 made two amendments to the Plan's interest rate. The first amendment describes the interest rate the Plan uses to determine certain actuarial equivalences. The amendment is effective January 1, 2008. The second amendment incorporates regulatory provisions used to determine if benefits are in compliance with statutory limits. This amendment is effective for the 2004 and 2005 plan years.

Amendment 10 provides that participants have 180 days to waive the standard form of benefit when electing an alternative form of distribution (the previous time frame was 90 days). The amendment is effective for distributions after January 1, 2007.

Amendment 9 provides that a nonspouse beneficiary of a deceased participant may elect to have any portion of his or her distribution paid in a direct rollover to an individual retirement account or individual retirement annuity established to accept the rollover. The amendment is effective for distributions after January 1, 2007.

Amendment 8 provides that participants who are entitled to take a distribution have the option of a lump sum distribution if the present value of the accrued benefit is \$5,000 or less. The amendment is effective for distributions after December 31, 2004.

SUMMARY OF MATERIAL MODIFICATIONS	WESTERN STATES OFFICE AND PROFESSIONAL EMPLOYEES PENSION FUND
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Amendment 7 restated the “Vested Status” provision on page 3 of the Summary Plan Description, effective as of September 1, 2004. The amendment provides that:

“You are a Vested Participant if:

- a. you have five years of Total Service Vesting Credit, including two years of Contributory Service Vesting Credit, provided that you did not incur a Permanent Break in Service on or before December 31, 1988; or
- b. you are age 55 or older and have five years of Past Service Vesting Credit at the time your Employer, as defined in the next sentence, becomes a contributing Employer on or after January 1, 2005. For purposes of this paragraph, an Employer is defined to mean an Employer with a stable and large work force that participates in the plan and whose demographics are determined to be actuarially acceptable at the time the Employer becomes a contributing Employer.”

Amendment 6 restated the “Contributory Service Benefit” provision on page 5 of the Summary Plan Description, effective for retirements on or after January 1, 2004, as follows:

“For Participants who were not retired on December 31, 2003, or since your last permanent break in service;

Contribution Service Period	Benefit Percentage on Annual Contributions	
	<u>Up to and including \$6,240</u>	<u>Above \$6,240</u>
(1) Prior to January 1, 1997	3.65%	0
(2) January 1, 1997, through December 31, 2000	3.65%	1.80%
(3) January 1, 2001, through December 31, 2002	3.20%	1.80%
(4) January 1, 2003, through December 31, 2003	2.20%	1.80%
(5) January 1, 2004 and thereafter	1.80%	1.80%

Your contributory Service Benefit is the sum of (1), (2), (3), (4) and (5).

