

*Western States Office and Professional Employees  
Pension Fund*

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**2011 ANNUAL FUNDING NOTICE**

**Introduction**

This notice includes important information about the funding status of your pension plan (“the Plan”) and 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 for the plan year beginning January 1, 2011 and ending December 31, 2011 (“Plan Year”).

**How Well Funded Is Your Plan**

Under federal law, the plan must report how well it is funded by using a measure called the “funded percentage.” This percentage is obtained by dividing the Plan’s assets by its liabilities on the Valuation Date for the plan year. In general, the higher the percentage, the better funded the plan. Your Plan’s funded percentage for the Plan Year and each of the two preceding plan years is set forth in the chart below, along with a statement of the value of the Plan’s assets and liabilities for the same period.

<b>Funded Percentage</b>			
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Valuation Date	January 1, 2011	January 1, 2010	January 1, 2009
Funded Percentage	77.6%	78.9%	70.9%
Value of Assets	\$415,436,594	\$420,875,533	\$391,887,856
Value of Liabilities	\$535,120,828	\$533,426,348	\$552,544,039

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Administered by A&I Benefit Plan Administrators, Inc.  
1220 SW Morrison St. Suite 300, Portland OR 97205-2222  
(503) 222-7694 (800) 413-4928 Fax (503) 228-0149  
<http://www.wsp.aibpa.com>

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**Year-End Fair Market Value of Assets**

The asset values in the chart above are measured as of the Valuation Date for the plan year and are actuarial values. Because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values that are designed to smooth out those fluctuations for funding purposes. The asset values below are market values and are measured as of the last day of the plan year, rather than as of the Valuation Date. Substituting the market value of assets for the actuarial value used in the above chart would show a clearer picture of a plan's funded status as of the Valuation Date. The fair market value of the Plan's assets as of the last day of the Plan Year and each of the two preceding plan years is shown in the following table:

	<b>2011</b>	<b>2010</b>	<b>2009</b>
Fair Market Value of Assets	\$343,194,561	\$366,099,287	\$350,729,611

**Critical or Endangered Status**

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

As a result of the market downturn experienced during the 2008 Plan Year, the Plan was initially certified to be in critical status for the 2009 Plan Year and continued to be certified critical in the 2010, 2011 and 2012 Plan Years. As required by the PPA, the Trustees adopted a rehabilitation plan in November 2010 and subsequently updated it in March 2010. Materials to explain how this affects you have previously been sent under a separate cover. You may request a copy of the rehabilitation plan, or any other material previously sent relating to the Plan's status, by making a written request to the plan administrator.

The Plan was certified in critical status for the plan year ending December 31, 2012. A separate notice ("Notice of Critical Status") is included in the same mailing as this notice for your reference.

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**Participant Information**

The total number of participants in the Plan as of the Plan's valuation date was 7,984. Of this number, 1,936 were active participants, 3,450 were retired or separated from service and receiving benefits, and 2,598 were retired or separated from service and entitled to future benefits.

**Funding and Investment Policies**

Every pension plan must have a procedure for establishing a funding policy to carry out plan objectives. A funding policy relates to the level of assets needed to pay for benefits promised under the plan currently and over the years. The funding policy of the Plan is to confirm that the minimum funding requirements of ERISA are being satisfied and to determine that anticipated employer contributions will not exceed the amounts deductible under the Internal Revenue Code.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries, who make specific investments in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning investment management decisions. The investment policy of the Plan is to achieve the following objectives over a long-term investment horizon:

- A. Maintain sufficient liquidity for the ongoing payment of Fund Benefits and expenses;
- B. Maintain sufficient reserves and adequate returns to provide Fund Benefits and pay plan expenses consistent with minimizing investment volatility and negative investment returns;
- C. Obtain an annual investment yield in excess of the assumption used by the Fund's actuary in determining the Fund's actuarial valuation (including over any actuarial smoothing period, if applicable); and
- D. Obtain a long-term competitive rate of return on investments, net of expense, equal to or exceeding the Policy Index and appropriate benchmark rates over various appropriate trailing periods determined by the Investment Consultant.

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Under the Plan's investment policy, the Plan's assets were allocated among the following categories of investments, as of December 31, 2011. These allocations are percentages of total assets:

<b>Asset Allocations</b>	<b>Percentage</b>
1. Cash (interest bearing and non-interest bearing)	1.4%
2. U.S. Government securities	0.0%
3. Corporate debt instruments (other than employer securities):	
Preferred	0.0%
All other	0.0%
4. Corporate stocks (other than employer securities):	
Preferred	0.0%
Common	0.0%
5. Partnership/joint venture interests	27.7%
6. Real estate (other than employer real property)	10.2%
7. Loans (other than to participants)	0.0%
8. Participant loans	0.0%
9. Value of interest in common/collective trusts	38.8%
10. Value of interest in pooled separate accounts	14.5%
11. Value of interest in master trust investment accounts	0.0%
12. Value of interest in 103-12 investment entities	0.0%
13. Value of interest in registered investment companies (e.g., mutual funds)	0.0%
14. Value of funds held in insurance co. general account (unallocated contracts)	0.0%
15. Employer-related investments:	
Employer Securities	0.0%
Employer real property	0.0%
16. Buildings and other property used in plan operation	0.0%
17. Other	7.4%

For information about the plan's investment in any of the following types of investments as described in the chart above – common/collective trusts, pooled separate accounts, master trust investment accounts, or 103-12 investment entities – contact the plan administrator at (800) 413-4928 or by mail at A&I Benefit Plan Administrators, Inc., 1220 S.W. Morrison Street, Suite 300, Portland, Oregon, 97205-2222.

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**Right to Request a Copy of the Annual Report**

A pension plan is required to file with the US Department of Labor an annual report called the Form 5500 that contains financial and other information about the plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. For 2009 and subsequent plan years, you may obtain an electronic copy of the plan's annual report by going to [www.efast.dol.gov](http://www.efast.dol.gov) and using the Form 5500 search function. Or you may obtain a copy of the Plan's annual report by accessing the Plan's website: [www.wsp.aibpa.com](http://www.wsp.aibpa.com). Individual information, such as the amount of your accrued benefit under the plan, is not contained in the annual report. If you are seeking information regarding your benefits under the plan, contact the plan administrator identified below under "Where To Get More Information."

**Summary of Rules Governing Plans in Reorganization and Insolvent Plans**

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

Despite these special plan reorganization rules, a plan in reorganization could become insolvent. A plan is insolvent for a plan year if its available financial resources are not sufficient to pay benefits when due for 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 prompt 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. This information will be provided for each year the plan is insolvent.

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**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 can not be forfeited (called vested benefits) are guaranteed. Specifically, the PBGC guarantees a monthly benefit payment equal to 100 percent of the first \$11 of the Plan's monthly benefit accrual rate, plus 75 percent of the next \$33 of the accrual rate, times each year of credited service. The PBGC's maximum guarantee, therefore, is \$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 \$500, the accrual rate for purposes of determining the PBGC guarantee would be determined by dividing the monthly benefit by the participant's years of service ( $\$500/10$ ), which equals \$50. The guaranteed amount for a \$50 monthly accrual rate is equal to the sum of \$11 plus \$24.75 ( $.75 \times \$33$ ), or \$35.75. Thus, the participant's guaranteed monthly benefit is \$357.50 ( $\$35.75 \times 10$ ).

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

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

**Where to Get More Information**

For more information about this notice, you may contact A&I Benefit Plan Administrators, Inc. by phone at (800) 413-4928 or by mail at 1220 S.W. Morrison Street, Suite 300, Portland, Oregon, 97205. For identification purposes, the official plan number is 001 and the plan sponsor's employer identification number or "EIN" is 94-6076144. For more information about the PBGC, go to PBGC's website, [www.pbgc.gov](http://www.pbgc.gov).

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