

**ANNUAL FUNDING NOTICE
FOR
INLANDBOATMEN'S UNION OF THE PACIFIC NATIONAL PENSION PLAN**

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 July 1, 2010 and ending June 30, 2011 (referred to hereafter as “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.

Funded Percentage			
	2010	2009	2008
Valuation Date	July 1, 2010	July 1, 2009	July 1, 2008
Funded Percentage	82%	81%	96%
Value of Assets	\$207,536,893	\$196,472,748	\$220,263,578
Value of Liabilities	\$252,300,849	\$242,376,192	\$228,664,590

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:

	June 30, 2011	June 30, 2010	June 30, 2009
Fair Market Value of Assets	\$197,136,948	\$172,947,411	\$163,727,290

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.

The Plan was in critical status in the Plan Year ending June 30, 2011 because the Plan is expected to have an accumulated funding deficiency for plan years beginning on and after July 1, 2011. Also, the sum of the Plan’s normal cost and interest on the unfunded benefits for the current plan year exceeds the present value of all expected contributions for the year; the present value of vested benefits of inactive participants is greater than the present value of vested benefits of active participants; and the Plan is projected to have an accumulated funding deficiency for plan years beginning on and after July 1, 2011.

In an effort to improve the Plan’s funding situation, the Board of Trustees adopted a Rehabilitation Plan on January 31, 2011 which generally reduces benefits for active and vested terminated participants. The Rehabilitation Plan included two Schedules for the bargaining parties to consider as described below.

- The Default Schedule reduces the benefit multiplier to 1% of contributions beginning July 1, 2011, reduces the early retirement subsidy for active participants who retire on or after August 1, 2011, eliminates the early retirement subsidy for terminated vested participants who retire after August 1, 2011, eliminates the lump sum death benefit for participants who die after October 26, 2010, and reduces the qualified pre-retirement survivor annuity for terminated vested participants who die after June 30, 2011. The Default Schedule does not require contribution increases.
- The Preferred Schedule includes the same reductions as the Default Schedule, except that if an active participant meets the Rule of 85 as of June 30, 2011, the early retirement benefit is determined using the reduction factors in effect prior to the Rehabilitation Plan. The Preferred Schedule requires a four-year increase to employer contributions compounded annually based on the month and year the bargaining parties adopt the Preferred Schedule. The annual percentage increase ranges from 5.79% for bargaining parties that adopt the Preferred Schedule effective January 1, 2011 to 8.69% for bargaining parties that adopt the Preferred Schedule effective June 1, 2014.

The Rehabilitation Plan was presented to the bargaining parties within 30 days of the Board of Trustees adopting the Plan. The Rehabilitation Period associated with the Rehabilitation Plan is the 10-year period beginning July 1, 2013 and ending on June 30, 2023.

You may obtain a copy of the Plan’s Rehabilitation Plan and the actuarial and financial data that demonstrate any action taken by the Board of Trustees toward fiscal improvement by contacting the Plan administrator.

If the Plan is in endangered or critical status for the plan year ending June 30, 2012, separate notification of that status has or will be provided.

Participant Information

The total number of participants in the Plan as of the Plan's July 1, 2010 valuation date was 4,529. Of this number, 1,486 were active participants, 1,601 were retired or separated from service and receiving benefits, and 1,442 were retired or separated from service and entitled to future benefits.

Funding & 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 for the Board of Trustees to work with their professional service advisors to ensure that contributions received by the Trust will satisfy the Rehabilitation Plan, minimum funding requirements under ERISA and be deductible under the Internal Revenue Code and Internal Revenue Service and Department of Labor rules. Over time, the Board of Trustees may adjust Plan benefits in response to investment returns and other Plan experience, or seek additional contributions from the bargaining units.

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 maximize the total rate of return over the long term, subject to preservation of capital, by diversifying the allocation of capital among professional investment managers with complimentary or diverse investment styles in domestic equity securities, international equity securities, domestic fixed income instruments, real estate, absolute return strategies and other asset classes as may be deemed appropriate.

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	Percentage
1. Corporate stocks (other than employer securities)	13%
2. Value of interest in common/collective trusts	23%
3. Value of interest in registered investment companies (e.g., mutual funds)	63%
4. Value of funds held in insurance co. general account (unallocated contracts)	1%

For information about the Plan's investment in common/collective trusts, contact the Plan administrator:

A&I Benefit Plan Administrators, Inc.
1220 S.W. Morrison, Suite 300
Portland, Oregon 97205-2222
(503) 224-0048

Events Having a Material Effect on Assets or Liabilities

Federal law requires the plan administrator to provide in this notice a written explanation of events, taking effect in the current plan year, which are expected to have a material effect on plan liabilities or assets. Material effect events are occurrences that tend to have a significant impact on a plan's funding condition. An event is material if it, for example, is expected to increase or decrease total Plan assets or Plan liabilities by five percent or more. For the plan year beginning on July 1, 2011 and ending on June 30, 2012, the following events are expected to have such an effect.

- The benefit reductions specified by the Rehabilitation Plan (as described under the Critical or Endangered Status section above) will go into effect. The estimated impact on Plan liabilities is a reduction of approximately \$16 million.
- The Board of Trustees elected two special funding relief rules provided by the Pension Relief Act of 2010. Details of the election were explained in the Notice of Election Under the Pension Relief Act of 2010, mailed to you in July 2011. The election of the 10-year asset smoothing of the 2008-2009 plan year investment loss increased the estimated actuarial value of assets as of July 1, 2011 from \$201.9 million to \$215.7 million. If the Plan's fair market value of assets earns the assumed rate of 7.5% during 2011-2012 plan year, the projected actuarial of assets as of June 30, 2012 would have been \$199.2 million without the 10-year asset smoothing and is projected to be \$217.7 million after the application of the 10-year asset smoothing.

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 and using the Form 5500 search function. Or you may obtain a copy of the Plan's annual report by making a written request to the Plan administrator. 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.

The Plan is not in reorganization and is solvent.

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. 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 ($\35.75×10).

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 ($\17.75×10).

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 the plan administrator:

A&I Benefit Plan Administrators, Inc.
1220 S.W. Morrison, Suite 300
Portland, Oregon 97205-2222
(503) 224-0048

For identification purposes, the official plan number is 001 and the plan sponsor's name and employer identification number or "EIN" is the Board of Trustees, Inlandboatmen's Union of the Pacific National Pension Plan and 93-0792184. For more information about the PBGC and benefit guarantees, go to PBGC's website, www.pbqc.gov.