

## **Just the Facts**

Here are the basic facts you need to know about the **United Supermarkets, LLC 401(k) Retirement and Savings Plan** (the plan) to take full advantage of all the benefits it has to offer:

### **Automatic Enrollment**

Your plan has an automatic enrollment provision. If you do not select your own fund allocations and contribution percentages and do not opt out of the plan, United Supermarkets will automatically enroll you into the Solution Portfolio funds at 1% of pay deferral rate. You may choose to not participate by completing the Automatic Enrollment Disclosure Acknowledgement

### **You will be Automatically Enrolled in the 401(k) Plan**

You are eligible to join the plan if you are at least 20½ years of age and have completed at least six months of service (500 hours) with United Supermarkets, LLC for 401(k) and matching contributions. For Profit Sharing Contributions you are eligible to participate in the plan upon completion of one year of service (1000 hours) and attainment of age 20½. You must be employed on the last day of the plan year in order to receive a Profit Sharing Contribution.

### **Plan Entry Dates**

You may enter the plan the next January 1, April 1, July 1, or October 1 following your fulfillment of the eligibility requirements. You may enter the Profit Sharing Plan on the first day of the month following fulfillment of the eligibility requirements.

### **Your Contributions to the Plan**

- Before income taxes are calculated, you can contribute 1% to 92% of your annual compensation to the plan, up to \$16,500 (2009 Limits).
- For each calendar year in which you are age 50 or older, you are entitled to make additional deferral contributions to the plan as long as you contribute the maximum permissible amount that is available subject to limitations imposed by the plan or the Internal Revenue Code. For 2009, you may defer up to \$5,500 on a pre-tax basis. Catch-up contributions are not eligible for matching contributions.
- You may change the amount you contribute to the plan per pay period. Changes will typically take effect within one to two weeks.
- You may stop contributions to the plan at any time. If you do so, you may restart your contributions at any time by calling ING Customer Service at 1-800-584-6001 or online at [www.ingretirementplans.com](http://www.ingretirementplans.com). Your contributions will be suspended or will be reinstated, as applicable, as soon as administratively feasible.

### **Company Contributions to the Plan**

- United Supermarkets, LLC will match \$0.40 cents for every \$1.00 you contribute, up to the first 6% of your compensation.
- Profit Sharing contributions will be made on a discretionary basis and will be determined by United Supermarkets, LLC each year. You must be 20 1/2 years of age, complete 1000 hours of service during the plan year, and must be employed on the last day of the year to receive a Profit Sharing contribution.

## Vesting (Ownership) in the Plan

Vesting refers to the amount of your 401(k) account that you could take with you if you left United Supermarkets' employment.

- You are always 100% vested in the money you contribute to the plan and the earnings on that money. You own it!
- You will be vested in the company's contributions according to the following schedule:

Completed Years of Service	1 year	2 years	3 years	4 + years
Company Matching Contributions	25%	50%	75%	100%
Profit Sharing Contributions	25%	50%	75%	100%

## Rollovers from Other Plans

You may roll money over from a previous employer's qualified plan or an Individual Retirement Account (IRA) into this plan anytime. Request a Direct Rollover Transfer Form and Statement of Verification from ING Customer Service by calling 1-800-584-6001 or logging on to [www.ingretirementplans.com](http://www.ingretirementplans.com).

## Managing your Account

You will receive an account statement quarterly.

You can access your account information over the phone by calling ING Customer Service or the Voice Response Unit at 1-800-584-6001. By calling this number, you may:

- Change your investment elections.
- Change your contribution amount.

You can also access your account information at [www.ingretirementplans.com](http://www.ingretirementplans.com). Over the Internet you may:

- Change your investment elections.
- Change your contribution amount.
- Obtain current or past copies of your account statement.
- Access an online investment service providing personalized investment guidance, information and interactive education.
- Select electronic delivery for obtaining prospectuses and other plan-related information.

## Changing Your Investments

You may request a change to your investment selection on a daily basis (subject to prospectus requirements). If your request is received by 3 p.m. Eastern Time, it will commence processing that day. Requests received after 3 p.m. Eastern Time will commence processing the following business day.

*Investors should consider the investment objectives, risks, charges and expenses carefully before investing. Log on to the plan's website at [www.ingretirementplans.com](http://www.ingretirementplans.com) or call 1-800-584-6001 for a prospectus, which contains this and other information about the fund. Read the prospectus carefully before you invest.*

## Plan Loans

Loans are not available from employer discretionary contributions, other than matching contributions.

- The minimum loan amount is \$1,000.
- Subject to IRS limitations, you may borrow up to \$50,000, or 50% of your vested balance, whichever is less.
- You can have one loan outstanding at one time.
- Loan repayments are deducted automatically from each paycheck.
- Interest Rate = Prime + 1%, fixed for the term of your loan.
- General loans must be paid within five years.
- There will be a one-time \$100 loan initiation fee deducted from your account.

If you terminate employment with an unpaid loan balance, you will be given the opportunity to repay the balance. If you do not repay the loan, the unpaid amount will be considered a distribution, which will be taxable to you and reported to the IRS on Form 1099R.

## Distributions

Taking a distribution from the plan is allowed upon:

- Retirement
- Total and Permanent Disability
- Death
- Attainment of age 59½ (vested balance only)
- Termination of Service (vested balance only)
- Approved Financial Hardship Withdrawals while still employed

Transaction fee for distributions: \$25.00, deducted from your account (fee is waived if the distribution is for retirement, death, disability, or a mandatory distribution).

## Approved Financial Hardship Withdrawal\*

The IRS has defined acceptable reasons for approved hardship withdrawals. The expense must be immediate, heavy and cannot be met through any other sources. The following are the only acceptable reasons for a hardship withdrawal:

- Medical or dental expenses for you, your spouse, or dependents
- Purchase of your primary residence
- Payment of tuition and related educational fees for the next 12 months of post-secondary education for you, your spouse, or dependents
- Payments necessary to prevent eviction from your primary residence, or foreclosure on the mortgage of your primary residence
- Payment for burial or funeral expenses for the Participant's deceased parent, spouse, child or dependent.
- Payment for repair to the Participant's principal residence that would qualify for a casualty deduction.

Hardship withdrawals must be taken from the rollover and after-tax contributions prior to taking from employee deferrals. Matching contributions and post-1988 earnings on contributions are not available for financial hardship withdrawal. Unlike a loan, the amount you withdraw is subject to ordinary income taxes and an excise tax which is currently 10% for early withdrawal of retirement plan money. You may resume contributions after 6 months.

Transaction fee for distributions: \$25.00, deducted from your account (fee is waived if the distribution is for retirement, death, disability, or a mandatory distribution).

## **Tax Credit and Consequences**

For tax years beginning after December 31, 2001, you may be eligible to receive up to a \$1,000 tax credit on your tax return based on contributions up to \$2,000 that you make to a 401(k) plan or an Individual Retirement Account (traditional or Roth IRA). The amount of the tax credit you may receive is based on your modified adjusted gross income and your filing status. Be sure to consult your tax advisor to verify if you are eligible for this credit.

Under current tax law, if you withdraw money from the plan prior to age 59½, you will not only pay ordinary income taxes, but you may also be required to pay a 10% penalty tax. The penalty tax does not apply if the distribution is rolled into an IRA or other qualifying retirement plan; distributed because of death, disability, or termination of employment after age 55; or in other limited situations. You can continue to defer taxes by rolling part of all of a lump-sum distribution into an IRA. It is in your best interest to seek help from a competent tax advisor if you have further questions.

Any questions you have about the plan and the investment options available to you can be answered by calling ING Customer Service at 1-800-584-6001. Representatives are available to assist you Monday through Friday, 7 a.m. to 8 p.m. Central Time, on any day the New York Stock Exchange is open for trading. They can also assist you in obtaining prospectuses.

Para información sobre su cuenta de 401(k) en español, llame a 1-800-584-6001 dentro las horas de 7 a.m. y 8 p.m. tiempo central.

This brochure provides a very general explanation of the plan. Complete details of the plan are in the official plan documents and the Summary Plan Description. You should read your Summary Plan Description carefully for a more complete understanding of your plan. If there is any discrepancy between the information in this brochure and the official plan document, the terms of the plan document govern. The terms and conditions of the plan are subject to the Internal Revenue Service regulations.