

UPS 401(k) SAVINGS PLAN
Disclosure of Plan-Related Information

This summary has been prepared for participants, beneficiaries, and alternate payees (hereon, referred to as 'Participants') and is intended for the sole purpose of complying with the disclosure requirements of Department of Labor regulations under §2550.404a-5. Please read all of these materials carefully before making any investment decisions.

1. Explanation of circumstances under which investment instructions may be given.

The Plan permits participants to direct the investment of all of their accounts.

After you have enrolled in the Plan or have a beneficiary account established, you may direct your investments by accessing the Plan's Web site at <http://upssavings.voyaplans.com>. You will need your Login and Password to access your account. You may also direct your investments by calling the Customer Contact Center. There are no restrictions of transfers of monies between funds. You must leave at least \$500 in the UPS Savings Plan's Core Funds subsequent to any transfers into the Self-Managed Account.

2. Description of or reference to plan provisions relating to the exercise of voting, tender and similar rights appurtenant to an investment in a designated investment alternative as well as any restrictions on such rights.

As the plan allows for pass through voting for your holdings in the employer stock fund, you are entitled to vote on shares held by the trustee of the plan. Prior to each annual or special shareholders' meeting of the company, each participant who has a balance in the employer stock fund will be furnished with a copy of the proxy solicitation material sent generally to shareholders, together with forms requesting confidential instructions on how the shares allocated to each participant's account are to be voted. The company shall cooperate with the plan's trustee to ensure that participants receive the information in a timely manner. The materials furnished to participants shall include a notice from the trustee that any allocated shares for which timely instructions are not received by the plan's trustee will be voted by the plan's trustee as directed by the Plan. If you have any questions regarding the voting process, please contact UPS Investor Services at 404-828-6059.

3. Identification of any designated investment managers.

The Plan has made available to you the Professional Account Manager program through Voya Retirement Advisors, LLC. The Professional Account Manager program is an optional service that provides personal guidance, investment strategy, and on-going account management for a monthly fee that will be deducted directly from your account. There is no charge or obligation for an initial consultation, and the service can be cancelled at any time. For participants that elect to use the Professional Account Manager program, the monthly fee schedule is shown below in Section 6.

4. A description of any "brokerage windows" or self-directed brokerage accounts that enable participants to select investments beyond those designated investment alternatives.

In addition to the Plan's designated investment alternatives, you have the option to invest in the Plan's Self-Directed Brokerage Account where you will have the flexibility to invest in exchange-traded stocks or bonds and additional mutual funds. There are additional fees for selecting this investment option. For more information on fees in connection with any particular investment please contact TD Ameritrade at 1-866-766-4015 or log into <http://upssavings.voyaplans.com>. You may want to ask the provider of the window, account, or arrangement about any fees, including any undisclosed fees, associated with the

purchase or sale of a particular security through a window, account, or arrangement, before purchasing or selling such security. The Self-Managed Account is designed for knowledgeable and experienced investors that are comfortable researching, selecting, buying and selling individual securities. You are responsible for the selection of your investments.

5. Explanation of any fees for general plan administrative services (e.g., legal, accounting, recordkeeping) which may be charged or deducted from individual accounts.

An annual recordkeeping fee of approximately \$23.50 will be charged against participant accounts. This fee will be deducted monthly on a pro-rata basis. Any fees deducted from your account will be reported on a quarterly basis, or you may access your account information by logging into the website. UPS pays an annual per participant fee of \$5.50.

Certain fees may be deducted from your Plan account balance. Such fees may be used to pay for services required to administer the plan (e.g. recordkeeping, accounting and legal services) and will be allocated to Plan participants on a pro-rata basis. These expenses may be paid, in whole or in part, from revenue sharing payments that the plan receives from the plan investment options. If revenue sharing payments are received, then only those expenses not offset by any revenue sharing payments will be deducted from your account. Any fees deducted from your account will be reported on a quarterly basis, or you may access your account information by logging into the plan’s website.

6. An explanation of any fees and expenses that may be charged against the individual account rather than on a plan-wide basis.

Separate fees may be deducted from your account if you elect certain transactions, or elect certain service programs. You may also access your account information by logging onto the Plan’s Web site or by reviewing your most recent quarterly statement.

Optional Services and Fees: These fees are deducted from participant accounts when used.	Fees
Loan Initiation Fee: One-time charge, per loan:	\$50.00
UPS Next Day Air®, per occurrence:	\$15.00

Professional Account Manager Program		
Balance	Annually	Monthly
First \$100,000	0.50%	0.042%
Next \$150,000	0.40%	0.033%
\$200,000 and over	0.30%	0.025%

INVESTMENT-RELATED INFORMATION
UPS 401(k) SAVINGS PLAN

This document includes important information to help you compare the investment options under your retirement plan. If you want additional information about your investment options, you can go to the specific Internet Web site address shown below. You can also contact the Plan's Information Line at 1-800-541-6154, or you may write to Voya Attn: UPS, Plan Administration, P.O. Box 24747, Jacksonville, FL 32241. A free paper copy of the information available on the Web site can be obtained by contacting the Plan's Information Line at 1-800-541-6154.

Document Summary

This document has two parts. Part I consists of performance information for plan investment options. This part shows you how well the investments have performed in the past. Part II shows you the fees and expenses you will pay if you invest in an option.

Part I. Performance Information

Table 1 focuses on the performance of investment options that do not have a fixed or stated rate of return. Table 1 shows how these options have performed over time and allows you to compare them with an appropriate benchmark for the same time periods. Past performance does not guarantee how the investment option will perform in the future. Your investment in these options could gain or lose money. Information about an option's principal risks is available on the Web site[s].

Table 1 - Variable Return Investments								
Name / Type of Option	Average Annual Total Return as of 12/31/14				Benchmark			
	1 yr	5 yr	10 yr	Since Inception	1 yr	5 yr	10 yr	Since Inception
TARGET DATE FUNDS								
The Bright Horizon Income Fund https://upssavings.voyaplans.com	3.71%	6.56%	4.95%		3.84%	6.72%	4.99%	*
SSgA Income Custom Index								
The Bright Horizon 2015 Fund https://upssavings.voyaplans.com	5.35%	9.56%	6.16%		5.47%	9.65%	6.03%	*
SSgA 2015 Custom Index								
The Bright Horizon 2020 Fund https://upssavings.voyaplans.com	6.02%	10.69%		6.85%	6.16%	10.74%		6.81%
SSgA 2020 Custom Index								
The Bright Horizon 2025 Fund https://upssavings.voyaplans.com	6.44%	11.34%	6.95%		6.61%	11.37%	6.82%	*
SSgA 2025 Custom Index								
The Bright Horizon 2030 Fund https://upssavings.voyaplans.com	6.51%	11.69%		7.26%	6.69%	11.71%		7.19%
SSgA 2030 Custom Index								
The Bright Horizon 2035 Fund https://upssavings.voyaplans.com	6.46%	11.70%	6.95%		6.64%	11.73%	6.89%	*
SSgA 2035 Custom Index								

Table 1 - Variable Return Investments								
Name / Type of Option	Average Annual Total Return as of 12/31/14				Benchmark			
	1 yr	5 yr	10 yr	Since Inception	1 yr	5 yr	10 yr	Since Inception
The Bright Horizon 2040 Fund https://upssavings.voyaplans.com	6.33%	11.75%		7.43%	6.52%	11.79%		7.40%
SSgA 2040 Custom Index								
The Bright Horizon 2045 Fund https://upssavings.voyaplans.com	6.28%	11.77%		7.34%	6.48%	11.80%		7.42%
SSgA 2045 Custom Index								
The Bright Horizon 2050 Fund https://upssavings.voyaplans.com	6.29%	11.77%		5.21%	6.48%	11.80%		5.10%
SSgA 2050 Custom Index								
The Bright Horizon 2055 Fund https://upssavings.voyaplans.com	6.28%			9.17%	6.48%			9.24%
SSgA 2055 Custom Index								
The Bright Horizon 2060 Fund https://upssavings.voyaplans.com	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
SSgA 2060 Custom Index								
SHORT-TERM								
Government Short-Term Investment Fund https://upssavings.voyaplans.com	0.0%	.05%	1.57%		.03%	.09%	1.51%	
91-Day T Bill								
Short-Term Bond Index Fund https://upssavings.voyaplans.com	.79%	1.30%		1.30%	.77%	1.41%		1.41%
Barclays Capital U.S. Government/Credit 1-3 Year Index								
BOND								
US Diversified Bond Fund https://upssavings.voyaplans.com	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Barclays Capital U.S. Aggregate Bond Index								
MULT-ASSET								
Global Diversified Asset Fund https://upssavings.voyaplans.com	6.67%	8.83%	4.71%		6.72%	8.80%	5.78%	
SSgA Custom Balanced Index								
Strategic Real Asset Fund https://upssavings.voyaplans.com	2.63%			1.18%	2.75%			1.27%
Strategic Real Asset Custom Benchmark								
STOCK								
S&P 500 Equity Index Fund https://upssavings.voyaplans.com	13.73%	15.53%	7.78%		13.69%	15.45%	7.67%	
S&P 500 Index								
S&P 400 Mid Cap Index Fund https://upssavings.voyaplans.com	9.75%	16.52%	9.72%		9.77%	16.54%	9.71%	
S&P MidCap 400 Index								

Table 1 - Variable Return Investments								
Name / Type of Option	Average Annual Total Return as of 12/31/14				Benchmark			
	1 yr	5 yr	10 yr	Since Inception	1 yr	5 yr	10 yr	Since Inception
Russell 2000 Index Fund https://upssavings.voyaplans.com	5.14%	15.75%	7.92%		4.89%	15.55%	7.77%	
Russell 2000 Index								
International Developed Country Equity Index Fund https://upssavings.voyaplans.com	-4.64%	5.16%	4.38%		-3.87%	4.43%	5.13%	
MSCI All Country World ex-US Index								
MSCI Emerging Markets Index Fund https://upssavings.voyaplans.com	-2.83%	1.27%	7.81%		-2.19%	1.78%	8.43%	
MSCI Emerging Markets Index								
UPS Stock Fund https://upssavings.voyaplans.com	8.62%	17.48%	5.44%		13.69%	15.45%	7.67%	
S&P 500 Index								

*Inception to date benchmark information has not been made available by the designated investment option provider at this time.

Certain benchmark performance data that appears in Table I may be provided by MSCI or Bank of America. Please read this important disclaimer concerning that information:

Source: MSCI. Neither MSCI nor any other party involved in or related to compiling, computing or creating the MSCI data makes any express or implied warranties or representations with respect to such data (or the results to be obtained by the use thereof), and all such parties hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability or fitness for a particular purpose with respect to any of such data. Without limiting any of the foregoing, in no event shall MSCI, any of its affiliates or any third party involved in or related to compiling, computing or creating the data have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages. No further distribution or dissemination of the MSCI data is permitted without MSCI's express written consent.

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Part II. Fee and Expense Information

Table 2 shows the Total Annual Operating Expenses of the investment options in Table 1. Such expenses include investment related fees and may also include certain plan administrative expenses. Total Annual Operating Expenses are expenses that reduce the rate of return of the investment option. Table 2 also shows Shareholder-type Fees and Fund Restrictions. These fees are in addition to Total Annual Operating Expenses. Please note that the Total Annual Operating Expense may not include any waiver or adjustment that a fund may have in effect for the investment option. Please see the plan's website for additional investment information (e.g. prospectus, fund fact sheet, fund information section on the plan's web site, etc.).

Table 2 - Fees and Expenses			
Name / Type of Option	Total Annual Operating Expenses		Shareholder Type Fees
	As a %	Per \$1,000	
ASSET ALLOCATION			
The Bright Horizon 2015 Fund	0.1153%	\$1.15	
The Bright Horizon 2020 Fund	0.1153%	\$1.15	
The Bright Horizon 2025 Fund	0.1153%	\$1.15	
The Bright Horizon 2030 Fund	0.1153%	\$1.15	
The Bright Horizon 2035 Fund	0.1153%	\$1.15	
The Bright Horizon 2040 Fund	0.1153%	\$1.15	
The Bright Horizon 2045 Fund	0.1153%	\$1.15	
The Bright Horizon 2050 Fund	0.1153%	\$1.15	
The Bright Horizon 2055 Fund	0.1153%	\$1.15	
The Bright Horizon 2060 Fund	0.1153%	\$1.15	
The Bright Horizon Income Fund	0.1153%	\$1.15	
BALANCED			
Global Diversified Asset Fund	0.0753%	\$0.75	
BONDS			
US Diversified Bond Fund	0.0553%	\$0.55	
Short-Term Bond Index Fund	0.0398%	\$0.40	
GLOBAL / INTERNATIONAL			
International Developed Country Equity Index Fund	0.0603%	\$0.60	2.00% Fund Redemption charge if held less than 30 days.
MSCI Emerging Markets Index Fund	0.1553%	\$1.55	
LARGE CAP VALUE			
S&P 500 Equity Index Fund	0.0134%	\$0.13	
OTHER			
UPS Stock Fund*	N/A	N/A	Trust custody and trading fees are paid by UPS. Purchases are not allowed within 5 business days of the dividend record date.
SMALL/MID/SPECIALTY			
Strategic Real Asset Fund	0.1439%	\$1.44	
Government Short-Term Investment Fund	0.0653%	\$0.65	
Russell 2000 Index Fund	0.0353%	\$0.35	
S&P 400 Mid Cap Index Fund	0.0353%	\$0.35	

Notice of Your Rights Concerning Employer Securities

This notice informs you of an important change in Federal law that provides specific rights concerning investments in employer securities (company stock). Because you may now or in the future have investments in company stock under the UPS 401(k) Savings Plan, you should take the time to read this notice carefully.

Your Rights Concerning Employer Securities

For plan years beginning after December 31, 2006, the Plan must allow you to elect to move any portion of your account that is invested in company stock from that investment into other investment alternatives under the Plan. This right extends to all of the company stock held under the Plan. You may contact the Customer Contact Center for specific information regarding this new right, including how to make this election. In deciding whether to exercise this right, you will want to give careful consideration to the information below that describes the importance of diversification. All of the investment options under the Plan are available to you if you decide to diversify out of company stock.

The Importance of Diversifying Your Retirement Savings

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk. Therefore, you should carefully consider the rights described in this notice and how these rights affect the amount of money that you invest in company stock through the Plan.

It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

The cumulative effect of fees and expenses can substantially reduce the growth of your retirement savings. Visit the Department of Labor's Web site for an example showing the long-term effect of fees and expenses at http://www.dol.gov/ebsa/publications/401k_employee.html. Fees and expenses are only one of many factors to consider when you decide to invest in an option. You may also want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals.

Please visit <https://upssavings.voyaplans.com> for a glossary of investment terms relevant to the investment options under this plan. This glossary is intended to help you better understand your Options.