

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/2006</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>11/01/2006</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>11/01/2006</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>SUPERMEDIA INC.</u> <u>P.O. BOX 619810</u> <u>2200 WEST AIRFIELD DRIVE</u> <u>DFW AIRPORT, TX 75261</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-5095175</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>972-453-7000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>511190</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-5095175</u>	2c Sponsor's telephone number <u>972-453-7000</u>	2d Business code (see instructions) <u>511190</u>	
2b Employer Identification Number (EIN) <u>20-5095175</u>					
2c Sponsor's telephone number <u>972-453-7000</u>					
2d Business code (see instructions) <u>511190</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2012	WILLIAM GIST
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SUPERMEDIA EMPLOYEE BENEFITS COMMITTEE P.O. BOX 619810 2200 WEST AIRFIELD DRIVE DFW AIRPORT, TX 75261	3b Administrator's EIN 20-5095175 3c Administrator's telephone number 972-453-7000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	3791
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1604
b Retired or separated participants receiving benefits.....	6b	790
c Other retired or separated participants entitled to future benefits.....	6c	912
d Subtotal. Add lines 6a , 6b , and 6c	6d	3306
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	77
f Total. Add lines 6d and 6e	6f	3383
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1C 1G 1I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SUPERMEDIA INC.</u>	D Employer Identification Number (EIN) <u>20-5095175</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>371565092</u>
b	Actuarial value 2b <u>368101517</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>846</u> <u>106825620</u>
b	For terminated vested participants 3b <u>918</u> <u>29039937</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>15386556</u>
(2)	Vested benefits 3c(2) <u>163909210</u>
(3)	Total active 3c(3) <u>2027</u> <u>179295766</u>
d	Total 3d <u>3791</u> <u>315161323</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.10 %</u>
6	Target normal cost 6 <u>1114695</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/17/2012</u>
Signature of actuary	Date
<u>MARTIN H. MANS</u>	<u>11-05812</u>
Type or print name of actuary	Most recent enrollment number
<u>AON CONSULTING, INC.</u>	<u>214-989-0000</u>
Firm name	Telephone number (including area code)
<u>2711 NORTH HASKELL AVE, 8TH FLOOR</u> <u>DALLAS, TX 75204</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>11.37</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.58</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	116.79 %
15	Adjusted funding target attainment percentage	15	116.79 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	126.74 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1114695	
b Excess assets, if applicable, but not greater than 31a	31b	1114695	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SUPERMEDIA INC.</u>	D Employer Identification Number (EIN) <u>20-5095175</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

JPMORGAN RETIREMENT PLAN SERVICES

71-0930784

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 50	NONE		Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

AON CONSULTING INC.

23-2293237

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50	NONE		Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ERNST AND YOUNG LLP

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE		Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SUPERMEDIA INC.</u>	D Employer Identification Number (EIN) <u>20-5095175</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SUPERMEDIA INC. MASTER TRUST

b Name of sponsor of entity listed in (a): SUPERMEDIA INC.

c EIN-PN <u>26-1165152-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>393643781</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SUPERMEDIA INC.	D Employer Identification Number (EIN) 20-5095175	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	5931328	1894857
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	365765499	393643781
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	371696827	395538638

Liabilities

g Benefit claims payable	1g	5931328	1894857
h Operating payables	1h	131735	105804
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	6063063	2000661

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	365633764	393537977
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		92078731
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		92078731

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	63701506	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		63701506
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	473012	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		473012
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		64174518

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		27904213
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP (2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SUPERMEDIA INC.</u>	D Employer Identification Number (EIN) <u>20-5095175</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-0659306</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 0% Investment-Grade Debt: 0% High-Yield Debt: 41% Real Estate: 0% Other: 59%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Report of Independent Auditors

The Employee Benefits Committee
SuperMedia Pension Plan for Management Employees

We were engaged to audit the accompanying statements of net assets available for benefits of the SuperMedia Pension Plan for Management Employees as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 6, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

September 19, 2012

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SuperMedia Pension Plan for Management Employees'
 EIN: 20-5095175 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Actuarial Assumptions and Methods
 For ERISA Requirements

Economic Assumptions	2010	2011
Effective Interest Rate	6.58%	6.10%
1st Segment Rate (years 0 to 4)	5.03%	3.78%
2nd Segment Rate (years 5 to 19)	6.73%	6.31%
3rd Segment Rate (years 20 and after)	6.82%	6.57%
PBGC 1st Segment Rate (years 0 to 4)	5.03%	3.78%
PBGC 2nd Segment Rate (years 5 to 19)	6.73%	6.31%
PBGC 3rd Segment Rate (years 20 and after)	6.82%	6.57%
ERISA Long-Term Rate of Return on Assets for Prior Plan Year	7.00%	7.00%
All of the interest rates above are compounded annually.		
Salary Scale	N/A	N/A
Lump Sum Interest Rate	The interest rate to convert annuities into lump sums:	
GATT Interest Rate	4.50%	4.00%
PBGC Interest Rate	3.25%	2.75%
The Interest Rate to Convert Cash Balances Into Annuities	4.50%	4.00%
Cash Balance Interest Credit Rate	3.25%	2.75%

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Demographic Assumptions

Retirement

The retirement decrement assumptions for active participants are summarized in Exhibit A. The weighted average retirement age is 62, using the methodology described in Exhibit E.

For participants who terminated during the preceding plan year who are retirement eligible and had not received their benefit prior to the valuation date, it is assumed 100% will commence their benefit as a lump sum as of the valuation date. For other terminations during the preceding plan year who had not received their benefit prior to the valuation date, it is assumed 80% will commence their benefit as a lump sum as of the valuation date. All other deferred vested participants are assumed to commence their benefit at age 65.

Withdrawal

The withdrawal decrement assumptions are summarized in Exhibit B.

Disability

The disability decrement assumptions are summarized in Exhibit C.

Mortality

The mortality table, in accordance with Treasury regulations 1.430(h)(3), is the prescribed 2011 static mortality table, with separate rates for annuitants and non-annuitants. For Lump Sum conversion, the mortality table used is defined in the plan document.

Timing

Decrements are assumed to apply as of the middle of the year.

Marital Status

Husbands are assumed to be three years older than wives.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Other Assumptions

Form of Payment

It is assumed that 80% of future retirees and terminations will take a lump sum while the remaining 20% are assumed to take an annuity.

For participants who terminated during the preceding plan year who are retirement eligible and had not received their benefit prior to the valuation date, it is assumed 100% will commence their benefit as a lump sum as of the valuation date. For other terminations during the preceding plan year who had not received their benefit prior to the valuation date, it is assumed 80% will commence their benefit as a lump sum as of the valuation date and the remaining 20% are assumed to take an annuity at age 65.

Administrative Expenses

The Funding Target Normal Cost includes a load for estimated administrative expenses equal to 0.30% of assets as of valuation date.

Sickness Death Benefit

The percentage of active and retired participants who have beneficiaries that qualify for this benefit is summarized in Exhibit D.

Valuation Earnings

The valuation earnings are actual 2006 pension compensation. Since the plan was frozen as of June 30, 2006, current compensation is not considered in the valuation.

Maximum Earnings

The maximum compensation limit under IRC section 401(a)(17) is \$245,000 for 2011.

Maximum Benefit

The maximum benefit payable under IRC section 415 at normal retirement age is \$195,000 for 2011.

Social Security Wage Base

The 2011 taxable wage base of \$106,800 is assumed to increase 3.00% per year, compounded annually.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Changes From Prior Year

Lump Sum Interest Rate and Cash
Balance Interest Credit Rate

The GATT lump sum interest rate decreased by 0.50%, the PBGC lump sum interest rate decreased by 0.50% and the cash balance interest crediting rate decreased by 0.50% to reflect interest rate outlook.

Lump Sum Take Rate

The lump sum take rate assumption for participants who terminated during the preceding year and had not received their benefit prior to the valuation date was set to be 100% as of the valuation date for those retirement eligible and 80% for those not retirement eligible.

Retirement

An additional 3% of participants are assumed to retire in 2011 to reflect anticipated involuntary terminations. Please see Exhibit A.

Withdrawal

An additional 11% of participants are assumed to terminate in 2011 to reflect anticipated involuntary terminations. Please see Exhibit B.

Mortality

The mortality table changed in accordance with Treasury regulation 1.430(h)(3) from the prescribed 2010 static mortality table to the 2011 static mortality table. Both 2010 and 2011 funding tables are based on separate rates for annuitants and non-annuitants.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Actuarial Methods

Valuation Date	The valuation date is January 1.
Calculation of Normal Costs And Liabilities	<p>The method used to calculate the ERISA target normal cost and funding target is the unit credit cost method.</p> <p>The funding target under IRC section 430 is calculated as the present value of all benefits that have been accrued or earned under the plan as of the first day of the plan year, based on current service and current pay. The target normal cost is the present value of all benefits expected to accrue or be earned under the plan during the plan year, including any increase in benefits earned in prior plan years attributable to compensation increases in the current plan year.</p> <p>For calculating the actuarial present value of vested benefits, benefits at each decrement age are determined in the same manner, but are then multiplied by each participant's vesting percentage as of the valuation date. The present value of these estimated vested benefits is determined without recognition of any benefit for which a participant will become entitled only through the advancement in service or age while actively employed. In addition, the following ancillary benefits have not been treated as vested: subsidized disability benefits.</p>
Yield Curve Interest Rates	The company has elected to use the three-segment yield curve interest rates using the September preceding the valuation date as the applicable lookback month.
Actuarial Value of Assets	The actuarial value of assets is used to calculate contribution requirements under ERISA. The actuarial value of assets is determined by recognizing asset gains and losses over a period of three years. Asset gains and losses are defined as the difference between the expected return on the market value of assets, using a return assumption not to exceed the third segment rate, and the actual return on the market value of assets. This gain or loss is recognized over a period of three years at 33% per year, beginning in the current year. The actuarial value of assets must be within 10% of the market value of assets.
Changes From Prior Year	There were no changes in actuarial methods from January 1, 2010 to January 1, 2011.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Exhibit A

**Annual Probability of Retirement
Probabilities**

Age	for All Management
48 to 49	0.030
50	0.050
51	0.060
52	0.070
53	0.080
54	0.090
55	0.100
56	0.100
57	0.100
58	0.100
59	0.100
60	0.150
61	0.100
62	0.250
63	0.100
64	0.100
65	0.100
66	0.100
67	1.000
68	1.000
69	1.000
70	1.000

An additional 3% of participants are assumed to retire in 2011 to reflect anticipated involuntary terminations.

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SuperMedia Pension Plan for Management Employees'
 EIN: 20-5095175 PN: 001

Exhibit B

Annual Probability of Withdrawal

Probability for Participants With Less Than Six Years of Service

Years of Service	Probability
0	0.2000
1	0.1700
2	0.1500
3	0.1450
4	0.1150
5	0.1000
6+ Ultimate Probability	

Ultimate Probability of Withdrawal for All Participants

Age	Ultimate Probability	Age	Ultimate Probability
20 – 25	0.1400	40	0.0700
26	0.1300	41	0.0680
27	0.1250	42	0.0660
28	0.1200	43	0.0640
29	0.1150	44	0.0620
30	0.1100	45	0.0600
31	0.1060	46	0.0580
32	0.1020	47	0.0560
33	0.0980	48	0.0540
34	0.0940	49	0.0520
35	0.0900	50	0.0500
36	0.0860	51	0.0480
37	0.0820	52	0.0460
38	0.0780	53	0.0440
39	0.0740	54	0.0420
		55 – 64	0.0400
		65+	0.0000

An additional 11% of participants are assumed to terminate in 2011 to reflect anticipated involuntary terminations.

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SuperMedia Pension Plan for Management Employees'
 EIN: 20-5095175 PN: 001

Exhibit C

Annual Probability of Disability					
Age	Male	Female	Age	Male	Female
<30	0.00018	0.00023			
30	0.00021	0.00033	50	0.00130	0.00164
31	0.00021	0.00033	51	0.00130	0.00164
32	0.00021	0.00033	52	0.00130	0.00164
33	0.00021	0.00033	53	0.00130	0.00164
34	0.00021	0.00033	54	0.00130	0.00164
35	0.00028	0.00049	55	0.00198	0.00192
36	0.00028	0.00049	56	0.00198	0.00192
37	0.00028	0.00049	57	0.00198	0.00192
38	0.00028	0.00049	58	0.00198	0.00192
39	0.00028	0.00049	59	0.00198	0.00192
40	0.00040	0.00065	60	0.00334	0.00251
41	0.00040	0.00065	61	0.00334	0.00251
42	0.00040	0.00065	62	0.00334	0.00251
43	0.00040	0.00065	63	0.00334	0.00251
44	0.00040	0.00065	64	0.00334	0.00251
45	0.00070	0.00101	65+	0.00000	0.00000
46	0.00070	0.00101			
47	0.00070	0.00101			
48	0.00070	0.00101			
49	0.00070	0.00101			

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SuperMedia Pension Plan for Management Employees'
 EIN: 20-5095175 PN: 001

Exhibit D

Participants With Beneficiaries Who Qualify for Sickness Death Benefit

Age	Male	Female	Age	Male	Female
40	83%	65%	70	82%	29%
41	83%	65%	71	81%	27%
42	83%	65%	72	80%	25%
43	83%	65%	73	79%	23%
44	83%	65%	74	78%	21%
45	83%	65%	75	77%	18%
46	83%	65%	76	75%	16%
47	83%	65%	77	73%	15%
48	83%	65%	78	71%	13%
49	83%	65%	79	69%	11%
50	83%	65%	80	68%	10%
51	83%	64%	81	66%	8%
52	83%	63%	82	64%	7%
53	83%	63%	83	62%	6%
54	83%	62%	84	59%	6%
55	83%	61%	85	56%	5%
56	83%	60%	86	53%	5%
57	83%	58%	87	50%	5%
58	83%	56%	88	46%	4%
59	83%	53%	89	43%	4%
60	84%	51%	90	40%	4%
61	84%	49%	91	37%	3%
62	84%	46%	92	33%	3%
63	84%	44%	93	29%	2%
64	84%	41%	94	25%	2%
65	87%	38%	95	20%	1%
66	86%	36%	96	14%	1%
67	85%	34%	97	7%	1%
68	84%	32%	98	0%	0%
69	83%	30%	99	0%	0%

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Exhibit E

The retirement decrement rates vary by age as summarized in Exhibit A.

In calculating the weighted average retirement age, the weight applied to each age is (a)/(b), where (a) and (b) are defined as follows:

- a) The number of participants expected to retire at the retirement age to which the weight is being applied. The number of participants expected to retire is estimated by applying the assumed retirement decrement rates to the current active population at that age.
- b) The total number of participants expected to retire. The number of participants expected to retire is estimated by applying the assumed retirement decrement rates to the current active population.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date

November 1, 2006

Plan Year

January 1 to December 31, with the exception of the first plan year which is from November 1, 2006 to December 31, 2006.

Expenses

All reasonable expenses of administering the Plan (including, without limitation, the expenses of the Employee Benefits Committee) shall be paid out of the assets of the Pension Fund, except to the extent paid by the Company.

Participation

Eligible employees became participants immediately upon hire. Effective January 1, 2006, no new participants entered the plan.

Definitions

Transition Employee

An employee with 10 or more years of service as of January 1, 2002.

Cash Balance Account

Equal to the sum of opening account balance, if applicable, plus pay and interest credits.

Pay Credits

As of June 30, 2006, participants no longer earn pay credits. Prior to June 30, 2006, cash balance accounts were credited monthly by an amount equal to a percentage of monthly compensation based on points (age plus service) at the beginning of each year as follows:

Points	Pay Credit Percentage
Less than 35	4%
35-49	5%
50-64	6%
65 or more	7%

On June 30, 2006, a special one-time pay credit was made for all active participants at that time equal to 18 months of pay credits.

Interest Credits

Up to the benefit commencement date, interest is credited based on the average annual yield on one-year Treasury bills plus one percentage point with the total limited to the yield on 30-year Treasury bonds.

Schedule SB Attachment (Form 5500)—2011 Plan Year SuperMedia Pension Plan for Management Employees' EIN: 20-5095175 PN: 001

Pension Benefit Formulas

Post-2001 Modified Former Plan Formula (MFPP) -- Sum of:

- (a) MFPP accrued benefit as of 12/31/2001 (see Special Benefit Provisions).
- (b) 1.35% of Average Compensation times service from 1/1/2002 to 6/30/2006.

Highest Average Pay (HAP):

Transition Employee, 1.35% of Average Compensation (to 6/30/2006) times service to 6/30/2006, including an 18 month enhancement for service as of 6/30/2006.

Non-Transition Employee: 1.35% of Average Compensation (to 5/31/2004) times service to 5/31/2004.

Integrated Formula –

Transition Employee, sum of:

(a) 1.15% of Average Compensation (to 5/31/2004) up to Social Security Integration Level plus 1.45% of Average Compensation (to 5/31/2004) over the Social Security Integration Level times service to 5/31/2004.

(b) 1.35% of Average Compensation (to 6/30/2006) times service from 6/1/2004 to 6/30/2006.

Non-Transition Employee:

1.15% of Average Compensation (to 5/31/2004) up to Social Security Integration Level plus 1.45% of Average Compensation (to 5/31/2004) over the Social Security Integration Level times service to 5/31/2004.

Social Security Integration Level

Average annual wages under the Social Security Act for a worker attaining age 65, computed as though the annual wages were equal to the maximum amount of the taxable wages under the Social Security Act based on the calendar year an employee separates from employment.

Compensation

Base pay (highest rate for the month), sales bonuses and commissions, short term performance incentives (excluding Senior Managers), lump sum merit payments, foreign service payments, premiums, corporate profit sharing, differentials and back pay awards. Salary reduction amounts under IRC Section 125 or 401(k) are included. Qualified plan compensation is limited to \$245,000 for 2010.

Average Compensation

The average of Compensation over the sixty (60) consecutive calendar months during which the average is the highest.

Normal Retirement

Eligibility

Later of age 65 or fifth anniversary from date of hire.

Benefit

Participants hired on or after 1/1/2002: Cash balance benefit.

Participants hired before 1/1/2002:

Transition Employees:

- fBA: Greater of cash balance benefit, HAP benefit.
- fGTE: Greater of cash balance benefit, HAP benefit, or Integrated benefit.

Non-Transition Employees:

- fBA: Cash balance benefit.
- fGTE: Greater of cash balance benefit, HAP benefit, or Integrated benefit.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Early Retirement

Eligibility

75 age/service points with 15 years net credited service.

Benefit

Accrued normal retirement benefit with the following reductions applied to each separate formula:

Cash Balance: no reductions.

Post 2001 MFPF: Refer to Special Benefit Provisions section.

HAP and Integrated benefits: Unreduced at age 55; 3% per year from age 55, maximum reduction 18%.

Vested Termination

Eligibility

For terminations prior to June 30, 2006, five years of Vesting Service. All participants actively employed as of June 30, 2006 were fully vested at that time.

Benefit

Accrued normal retirement benefit using compensation and credited service as of date of separation from service, and reduced, if applicable, for receipt prior to age 65.

Disability

Eligibility

Fifteen years of Credited Service and total and permanent disability (excludes Connected Solutions employees).

Benefit

Accrued normal retirement benefit with no reduction applied for receipt prior to age 65.

Preretirement Death Benefit

Beneficiaries eligible

Spouse or other designated beneficiaries of vested active participants who die before payments commence, and designated beneficiaries of vested former participants.

Death benefit

If the deceased participant was an active employee or a vested former participant who terminated after the plan's effective date, the death benefit is the greater of the full value of the Cash Balance Account or a 50% survivor benefit under alternative formulas.

fBA North: Pre-2002 Deferred Vested Employees – Upon the death of a deferred vested participant who did not waive the preretirement survivor's benefit, 50% of the participant's accrued benefit deferred to the earliest age when the deferred vested pension would have been payable. This benefit is reduced for early commencement and the cost of a 50% survivor annuity.

fBA South and Enterprises: Pre-2002 Deferred Vested Employees – 44% of the accrued benefit payable at the time the participant would have attained age 65. If earlier commencement is elected, benefit is the amount that would have been payable to the spouse if participant terminated employment, survived to the commencement date, retired with a 50% Joint-and-Survivor Annuity, and then died.

Schedule SB Attachment (Form 5500)—2011 Plan Year SuperMedia Pension Plan for Management Employees' EIN: 20-5095175 PN: 001

Sickness Death Benefit

Beneficiaries eligible

fBA North: Mandatory beneficiaries of retired employees hired before July 1, 1985 and retired before January 1, 2002 are eligible if death occurs from an illness or an off-the-job accident.

fBA South and Enterprises: Mandatory beneficiaries of all active and retired employees hired before April 1, 1991 and retired before January 1, 2002 are eligible if death occurs from an illness or an off-the-job accident. Participants who received a 100% cash-out in 1993, 1994, or 1995 and make an election to receive this benefit from another source are excluded.

Death benefit

fBA North: One year's pay based on pay on the earlier of the employee's retirement date and June 30, 1985.

fBA South and Enterprises: One year's pay based on pay on the earlier of the employee's retirement date and December 31, 1991.

Forms of Payment

Normal form

Single participants: life annuity.

Married participants: 50% Joint-and-Survivor Annuity with the spouse as the survivor.

Optional forms

Lump-sum cash out.

Combination annuity and lump-sum cash out. Designated amount in 10% increments (up to 50%) paid as a lump-sum cash out and the remaining portion distributed in any of normal or optional payment forms.

33-1/3%, 50%, 66-2/3% or 100% Joint-and-Survivor with designated beneficiary as the survivor.

50%, 75% or 100% Joint-and-Survivor with designated beneficiary as survivor with monthly payments restored to the life annuity level if the beneficiary predeceases the participant (pop-up).

Special Benefit Provisions

Modified Former Plan Formula (MFPP) Minimum

Eligibility: fBA Employees with 15 years of service on 9/1/1999.

Modified Former Pension Formula: 1.6% of career average pay (for service prior to 1/1/1991, the average pay from 1/1/1987 to 12/31/1991 times service through 12/31/1991 is used).

Retirement Eligibility: Age 65 with 10 years of service, age 60 with 15 years of service, age 55 with 20 years of service, age 50 with 25 years of service, or at 30 years of service.

Early Retirement Reductions with 30 or More Years of Service: No reductions on benefit earned through 12/31/1995; 3% per year reductions from age 59 (pre-2002) or age 60 (2002 and after) on the benefit earned after 12/31/1995.

Early Retirement Reductions with Less Than 30 Years of Service: 6% per year from age 59 (pre-2002) or from age 60 (2002 and after).

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Retention bonus

Eligibility: Designated fGTE participants who remained employed throughout the Retention Bonus Period (4/1/1999 through 9/30/2000).

Benefit Amount: An additional lump sum equal to 2% of the total monthly compensation for the 12 month period ending in the date the participant separates from service times the number of full calendar months (up to 18) worked during the Retention Bonus Period.

In-Service Distribution

Active participants age 55 or older who satisfied the Rule of 76 (76 age/service points with 15 years service) on 1/1/2000 are eligible to elect an in-service distribution. The pension payable at subsequent retirement will be based on service after the election date.

Summary of Plan Changes

None.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Schedule SB, line 22—Description of Weighted Average Retirement Age

The rates of retirement at each age depend on the following factors:

- age
- gender
- service

The detailed description of the exact rates that apply at each age for each of the various categories is contained in the attachment to Part V.

In calculating the weighted average retirement age, the weight applied to each age is (a)/(b), where (a) and (b) are defined as follows:

(a) The number of participants expected to retire at the retirement age to which the weight is being applied. The number of participants expected to retire is estimated by applying the assumed retirement decrement rates to the current active population at that age.

(b) The total number of participants expected to retire. The number of participants expected to retire is estimated by applying the assumed retirement decrement rates to the current active population.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

Lump Sum Interest Rate and Cash Balance Interest Credit Rate

The GATT lump sum interest rate decreased by 0.50%, the PBGC lump sum interest rate decreased by 0.50% and the cash balance interest crediting rate decreased by 0.50% to reflect interest rate outlook.

Lump Sum Take Rate

The lump sum take rate assumption for participants who terminated during the preceding year and had not received their benefit prior to the valuation date was set to be 100% as of the valuation date for those retirement eligible and 80% for those not retirement eligible.

Retirement

An additional 3% of participants are assumed to retire in 2011 to reflect anticipated involuntary terminations. Please see Exhibit A.

Withdrawal

An additional 11% of participants are assumed to terminate in 2011 to reflect anticipated involuntary terminations. Please see Exhibit B.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SuperMedia Pension Plan for Management Employees'
EIN: 20-5095175 PN: 001

Exhibit A

**Annual Probability of Retirement
Probabilities**

Age	for All Management
48 to 49	0.030
50	0.050
51	0.060
52	0.070
53	0.080
54	0.090
55	0.100
56	0.100
57	0.100
58	0.100
59	0.100
60	0.150
61	0.100
62	0.250
63	0.100
64	0.100
65	0.100
66	0.100
67	1.000
68	1.000
69	1.000
70	1.000

An additional 3% of participants are assumed to retire in 2011 to reflect anticipated involuntary terminations.

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SuperMedia Pension Plan for Management Employees'
 EIN: 20-5095175 PN: 001

Exhibit B

Annual Probability of Withdrawal

Probability for Participants With Less Than Six Years of Service

Years of Service	Probability
0	0.2000
1	0.1700
2	0.1500
3	0.1450
4	0.1150
5	0.1000
6+ Ultimate Probability	

Ultimate Probability of Withdrawal for All Participants

Age	Ultimate Probability	Age	Ultimate Probability
20 – 25	0.1400	40	0.0700
26	0.1300	41	0.0680
27	0.1250	42	0.0660
28	0.1200	43	0.0640
29	0.1150	44	0.0620
30	0.1100	45	0.0600
31	0.1060	46	0.0580
32	0.1020	47	0.0560
33	0.0980	48	0.0540
34	0.0940	49	0.0520
35	0.0900	50	0.0500
36	0.0860	51	0.0480
37	0.0820	52	0.0460
38	0.0780	53	0.0440
39	0.0740	54	0.0420
		55 – 64	0.0400
		65+	0.0000

An additional 11% of participants are assumed to terminate in 2011 to reflect anticipated involuntary terminations.

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SuperMedia Pension Plan for Management Employees'
 EIN: 20-5095175 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2011

Attained Age	Statistic	Completed Years of Credited Service as of January 1, 2011										Total
		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
Under 25	Count	-	1	-	-	-	-	-	-	-	-	1
	Cash bal.	-	-	-	-	-	-	-	-	-	-	-
25 to 29	Count	-	1	39	4	-	-	-	-	-	-	44
	Cash bal.	-	-	7,158	-	-	-	-	-	-	-	7,267
30 to 34	Count	-	-	118	30	1	-	-	-	-	-	149
	Cash bal.	-	-	9,365	20,078	-	-	-	-	-	-	11,527
35 to 39	Count	-	3	130	102	30	2	-	-	-	-	267
	Cash bal.	-	-	11,980	30,476	44,177	-	-	-	-	-	22,907
40 to 44	Count	-	2	114	89	64	50	2	-	-	-	321
	Cash bal.	-	-	18,438	34,851	48,954	66,200	-	-	-	-	37,036
45 to 49	Count	-	-	88	82	55	131	64	7	-	-	427
	Cash bal.	-	-	16,365	38,590	65,930	94,442	118,186	-	-	-	68,877
50 to 54	Count	-	-	65	66	59	108	64	38	1	-	401
	Cash bal.	-	-	16,031	49,093	72,285	113,979	131,760	158,432	-	-	88,434
55 to 59	Count	-	-	62	46	41	52	33	21	10	2	267
	Cash bal.	-	-	18,654	44,191	73,277	106,721	176,460	192,221	-	-	89,293
60 to 64	Count	-	-	19	22	18	21	13	9	7	3	112
	Cash bal.	-	-	-	45,529	-	94,516	-	-	-	-	80,968
65 to 69	Count	-	-	6	8	5	3	3	2	2	2	31
	Cash bal.	-	-	-	-	-	-	-	-	-	-	76,380
70 & up	Count	-	-	-	2	3	-	1	1	-	-	7
	Cash bal.	-	-	-	-	-	-	-	-	-	-	-
Total	Count	-	7	641	451	276	367	180	78	20	7	2,027
	Cash bal.	-	-	14,066	37,347	62,629	97,257	137,396	166,176	154,806	-	59,437

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan SuperMedia Pension Plan for Management Employees'	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF SuperMedia LLC	D Employer Identification Number (EIN) 20-5095175	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a	371,565,092	
b Actuarial value	2b	368,101,517	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	846	106,825,620
b For terminated vested participants	3b	918	29,039,937
c For active participants:			
(1) Non-vested benefits.....	3c(1)		15,386,556
(2) Vested benefits	3c(2)		163,909,210
(3) Total active.....	3c(3)	2,027	179,295,766
d Total.....	3d	3,791	315,161,323
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	6.10 %	
6 Target normal cost	6	1,114,695	

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>9/17/2012</u> Date
Martin H. Mans Type or print name of actuary		11-05812 Most recent enrollment number
Aon Consulting, Inc. Firm name		(214) 989-0000 Telephone number (including area code)
2711 North Haskell Ave, 8th Floor Dallas TX 75204 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>11.37</u> %.....		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.58</u> % except as otherwise provided (see instructions).....		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding percentages

14 Funding target attainment percentage	14	116.79 %
15 Adjusted funding target attainment percentage	15	116.79 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	126.74 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals •			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	1,114,695										
b Excess assets, if applicable, but not greater than 31a	31b	1,114,695										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment.....</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment.....	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment.....	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement		0	0									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years.....	40	0										

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

FINANCIAL STATEMENTS

SuperMedia Pension Plan for Management Employees
Years Ended December 31, 2011 and 2010
With Report of Independent Auditors

Ernst & Young LLP

 **ERNST & YOUNG**

SuperMedia Pension Plan for Management Employees

Financial Statements

Years Ended December 31, 2011 and 2010

Contents

Report of Independent Auditors.....	1
Financial Statements	
Statements of Net Assets Available for Benefits.....	2
Statements of Changes in Net Assets Available for Benefits.....	3
Notes to Financial Statements.....	4

Report of Independent Auditors

The Employee Benefits Committee
SuperMedia Pension Plan for Management Employees

We were engaged to audit the accompanying statements of net assets available for benefits of the SuperMedia Pension Plan for Management Employees as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 6, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

September 19, 2012

SuperMedia Pension Plan for Management Employees

Statements of Net Assets Available for Benefits

	December 31	
	2011	2010
Assets		
Plan interest in SuperMedia Inc. Master Trust, at fair value	\$ 393,643,781	\$ 365,765,499
Cash	1,894,857	5,931,328
Total assets	395,538,638	371,696,827
Liabilities		
Accrued expenses	105,804	131,735
Total liabilities	105,804	131,735
Net assets available for benefits	\$ 395,432,834	\$ 371,565,092

See accompanying notes.

SuperMedia Pension Plan for Management Employees

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2011	2010
Net additions		
Net investment gain from Plan interest in SuperMedia Inc. Master Trust	\$ 92,078,731	\$ 40,153,940
Total net additions	92,078,731	40,153,940
Deductions		
Benefits paid directly to participants	67,737,977	43,949,608
Administrative expenses	473,012	479,780
Total deductions	68,210,989	44,429,388
Net increase (decrease)	23,867,742	(4,275,448)
Net assets available for benefits at the beginning of the year	371,565,092	375,840,540
Net assets available for benefits at the end of the year	\$ 395,432,834	\$ 371,565,092

See accompanying notes.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements

December 31, 2011

1. Description of Plan

The following description of the SuperMedia Pension Plan for Management Employees (the Plan) provides general information about the Plan's provisions. SuperMedia, Inc. and its affiliates (the Company) is the plan sponsor. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a cash balance defined benefit plan established for the purpose of providing retirement benefits for eligible employees and former employees of the Company, as defined by the Plan. Effective January 1, 2006, the Plan was closed to new hires.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Employee Benefits Committee (the Committee) is responsible for the general administration of the Plan.

Pension Benefits

Benefits are credited to the benefit of the participant under one or more benefit formulas set forth in the Plan. Benefits available depend on the service and the legacy employer of the participant. Generally, there is a (i) cash balance formula, (ii) highest average pay formula, (iii) grandfathered GTE benefit formula, and (iv) grandfathered Bell Atlantic formula.

Death and Disability Benefits

Death benefits are based on the greater of the combined value of the participant's cash balance account and any unconverted annuity benefit or, if the participant was a participant with 10 or more years of service on January 1, 2002 or a former GTE employee with Change in Control protection, the value of the 50% joint and survivor single life annuity or lump-sum option benefit.

Active participants with a frozen June 30, 2006 pension will continue to earn net credited service towards eligibility for their disability pension. Should they qualify for a disability pension after June 30, 2006, their disability pension would be calculated based on the frozen accrued benefit.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States (U.S. GAAP).

Subsequent Events

Subsequent events have been evaluated through September 19, 2012, the date of the independent auditor's report.

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Payments of Benefits

Benefits paid directly to participants are recorded upon distribution.

Investment Valuation and Income Recognition

The Plan participates in the SuperMedia Inc. Master Trust (Master Trust) along with the SuperMedia Pension Plan for Collectively Bargained Employees. Each participating plan has an undivided interest in the Master Trust. The assets of the Master Trust are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 6 for further discussion and disclosures related to fair value measurements. The Master Trust assets are allocated among the participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan-specific expenses) that can be specifically identified and by allocating among all plans, in proportion to each plan's beneficial interest in the Master Trust, income and expenses resulting from the collective investment of the assets of the Master Trust.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Administrative Expenses

The Plan incurs administrative expenses directly related to the Plan. These expenses are reported on the statements of changes in net assets available for benefits as administrative expenses. Administrative expenses related to the Master Trust are allocated to the Plan and are reflected in the net investment gain from the Master Trust. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses are paid by the Company on behalf of the Plan.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (the FASB) issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended ASC 820 to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRS). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

2. Summary of Accounting Policies (continued)

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 5) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the services employees have rendered.

Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent third-party actuary. This value is computed by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

Significant assumptions underlying the actuarial valuation are as follows:

Interest rate	7.0% at December 31, 2010 and 2009
Average retirement age	62 and 65 at December 31, 2010 and 2009, respectively
Mortality basis	IRS prescribed 2011 Static Mortality Table as of December 31, 2010 and IRS prescribed 2010 Static Mortality Table as of December 31, 2009

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. See Note 5 for additional information related to the actuarial present value of accumulated plan benefits.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

3. Funding Policy

It is the Company's policy to make contributions to the Plan sufficient to comply with the minimum funding standards imposed by the Internal Revenue Code (IRC). The Company's contributions shall be determined annually, or more frequently, by the Board of Directors of the Company. Each contribution made to the Plan shall be made on the condition that it is currently deductible under section 404 of the IRC for the taxable year with respect to which the contribution is made. For the plan periods ended December 31, 2011 and 2010, there is no funding required under the ERISA minimum funding requirements, and the Company elected not to make any contributions to the Plan.

4. Plan Termination

Although it has not expressed an intention to do so, the Company reserves the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations and the plan document, generally to provide the following benefits in the order indicated:

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
- c. All other vested benefits (vested benefits not insured by the PBGC).
- d. All non-vested benefits.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

4. Plan Termination (continued)

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC. Some benefits may be fully or partially provided for, while other benefits may not be provided for at all.

5. Actuarial Present Value of Accumulated Plan Benefits

The actuarially computed present value of accumulated plan benefits calculated by independent third-party actuaries as of December 31, 2010, is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 99,657,469
Other participants	180,075,416
	<u>279,732,885</u>
Non-vested benefits	14,302,284
Total actuarial present value of accumulated plan benefits	<u><u>\$ 294,035,169</u></u>

The change in the actuarial present value of accumulated plan benefits is as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$ 297,289,861
Increase (decrease) during the year attributable to:	
Benefits accumulated	7,776,087
Effect of assumption changes	13,646,775
Increase for interest due to the decrease in the discount period	19,272,054
Benefits paid	<u>(43,949,608)</u>
Net decrease	<u>(3,254,692)</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 294,035,169</u></u>

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust

All investment information for the Plan and the Master Trust disclosed in the accompanying financial statements, including the Plan interest in SuperMedia Inc. Master Trust at December 31, 2011 and 2010, and net investment gain from Plan interest in SuperMedia Inc. Master Trust for the years ended December 31, 2011 and 2010, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by State Street Bank and Trust Company (the Trustee), the trustee of the Plan and Master Trust.

At December 31, 2011 and 2010, the Plan's interest in the net assets of the Master Trust was approximately 68.9% and 70.0%, respectively. The net investment income of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans. The Master Trust is authorized to charge and collect from the fund expenses incurred, unless such expenses are paid directly by the Company.

The following schedules reflect the Master Trust's net assets and net investment income (loss):

	December 31	
	2011	2010
Investments at fair value:		
State Street Bank and Trust Company Government		
Short Term Investment Fund	\$ 22,094,234	\$ 31,945,946
Long-term bonds	264,192,853	205,644,300
Hedge funds	249,383,292	280,898,931
Interest rate swaps	25,774,330	12,647,861
Collateral on interest rate swaps	(45,290,000)	(11,300,000)
Total investments at fair value	516,154,709	519,837,038
Interest receivable	241,244	2,698,868
Receivable for investments sold	131,994,502	30,829,717
Other receivables	716,916	95,055
Liabilities:		
Liabilities for investments purchased	(76,864,836)	(29,685,149)
Other payables	(1,147,695)	(1,584,937)
Net assets of the Master Trust	\$ 571,094,840	\$ 522,190,592

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

	Year Ended December 31	
	2011	2010
Net Investment Income from Master Trust		
Net appreciation (depreciation) in fair value of investments:		
Long-term bonds	\$ 78,890,894	\$ 4,908,660
Hedge funds	4,690,659	20,426,451
Interest rate swaps	44,637,301	23,640,875
Futures	4,083,150	2,013,123
Interest and dividends	4,791,089	10,937,129
Less: Investment expenses	(3,535,859)	(3,821,107)
	\$ 133,557,234	\$ 58,105,131

Fair Value Measurements

In accordance with the authoritative guidance on fair value measurements and disclosures under U.S. GAAP, the Master Trust discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The hierarchy gives the highest priority to valuations based upon unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to valuations based upon unobservable inputs that are significant to the valuation (Level 3 measurements). The guidance establishes three levels of the fair value hierarchy as follows:

Level 1 – Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that are accessible at the measurement date.

Level 2 – Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for an asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets and inputs other than quoted prices that are observable for an asset or liability.

Level 3 – Level 3 inputs are unobservable inputs for the asset or liability and include situations where there is little, if any, market activity for the asset or liability.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the Committee. The Committee considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. Transfers between levels are recognized at the end of the reporting period.

Following is a description of the valuation methodologies used for the Master Trust financial assets measured at fair value.

State Street Bank and Trust Company Government Short Term Investment Fund (the STIF): Valued at net asset value based on the fair value of the underlying investments of the trust as determined by the sponsor of such trust.

Fixed income securities: United States Treasury bonds, corporate bonds, and municipal bonds are valued based on closing prices reported on the last business day of the plan year in the active market in which the security is traded.

While these securities are usually traded in active markets, they may not trade with sufficient frequency to rely on a single price of the same security. As such, broker quotes may be used based on similar assets in active markets.

Hedge funds: Valued at net asset value (NAV) as determined and reported by the general partners of the fund and validated by third-party service providers. Additionally, the hedge funds are audited annually.

Interest rate swaps: Unrealized gains or losses on swap contracts are calculated by taking the difference between the present value of the estimated future cash flows to be received and paid pursuant to the terms of the swap contracts as of the valuation date. Interest rate swaps are valued by using quoted inputs on the valuation date, such as specific yield curves and volatility quotes. The Master Trust's investment manager has a counterparty approval process that ensures that all counterparties meet minimum credit ratings. The interest rate swaps are traded under the terms of an International Swaps and Derivatives Association agreement and accompanying Credit Support Annex, which further provides assurance that the counterparties meet the required credit quality. The Plan's investment manager minimizes credit risk by collateralizing the interest rate swaps.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, while the Committee believes the Master Trust's valuation methods are appropriate and consistent with those of other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth, by level, the Master Trust assets as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
STIF	\$ —	\$ 22,094,234	\$ —	\$ 22,094,234
Fixed income securities:				
United States Treasury bonds	—	249,488,928	—	249,488,928
Corporate bonds	—	14,703,925	—	14,703,925
Municipal bonds and other	—	—	—	—
Hedge funds:				
Directional	—	—	108,400,904	108,400,904
Relative value	—	—	112,427,018	112,427,018
Event driven	—	—	28,555,370	28,555,370
Interest rate swaps		25,774,330		25,774,330
Collateral on interest rate swaps	(45,290,000)	—	—	(45,290,000)
Total	\$ (45,290,000)	\$ 312,061,417	\$ 249,383,292	\$ 516,154,709

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

The following table sets forth, by level, the Master Trust assets as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
STIF	\$ —	\$ 31,945,946	\$ —	\$ 31,945,946
Fixed income securities:				
United States Treasury bonds	—	131,225,444	—	131,225,444
Corporate bonds	—	63,326,852	—	63,326,852
Municipal bonds and other	—	11,092,004	—	11,092,004
Hedge funds:				
Directional	—	—	154,686,765	154,686,765
Relative value	—	—	79,914,458	79,914,458
Event driven	—	—	46,297,708	46,297,708
Interest rate swaps	—	12,647,861	—	12,647,861
Collateral on interest rate swaps	(11,300,000)	—	—	(11,300,000)
Total	<u>\$ (11,300,000)</u>	<u>\$ 250,238,107</u>	<u>\$ 280,898,931</u>	<u>\$ 519,837,038</u>

The Company previously classified U.S. Treasury, corporate, and municipal bonds as Level 1 investments. The Company has determined that these investments are based on observable inputs and, therefore, should be categorized as Level 2 investments. Accordingly, for prior periods, these investments have been properly presented as Level 2. The reclassification of these investments had no impact on their fair values.

The following table sets forth a summary of changes in the fair value of the Master Trust Level 3 investments from January 1, 2011 to December 31, 2011.

	Hedge Funds
Balance as of January 1, 2011	\$ 280,898,931
Realized gains	6,764,598
Unrealized losses relating to instruments still held at December 31, 2011	(2,073,939)
Purchases	84,494,391
Sales	(120,700,689)
Balances as of December 31, 2011	<u>\$ 249,383,292</u>

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

The following table sets forth a summary of changes in the fair value of the Master Trust Level 3 investments from January 1, 2010 to December 31, 2010.

	Hedge Funds
Balance as of January 1, 2010	\$ 280,072,994
Realized gains	4,292,955
Unrealized gains relating to instruments still held at December 31, 2010	16,144,276
Purchases	80,669,081
Sales	(100,280,375)
Balances as of December 31, 2010	<u>\$ 280,898,931</u>

Additional information about the STIF and hedge fund investments follows.

STIF

The STIF is an open-ended investment in a fund that invests in a diversified portfolio of U.S. government securities. The investment strategy is to provide safety of principal, daily liquidity, and a competitive yield by industry. There are no redemption restrictions on this investment.

Hedge Fund Investments

The Master Trusts holds hedge fund investments that are made through limited partnership interests in various hedge funds that employ different trading strategies. Below are the categories and strategies followed by the hedge funds. As of December 31, 2011, no hedge fund made up more than 3.0% of total Master Trust assets and there are no unfunded commitments. In addition, the Master Trust has redemption rights with respect to hedge fund investments that range up to three years.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

Directional

A directional strategy entails taking a net long or short position in a market, requiring forecasting the movement of the market.

Macro – These funds are leveraged investments on anticipated price movements of stock markets, interest rates, foreign exchange, and physical commodities.

Equity long/short opportunistic – These funds consist of a core holding of long equities hedged at all times with short sales of stocks and/or stock index options.

Other directional – These funds are invested in a broad group of directional strategies, often with little hedging.

Relative value

This strategy is intended to take advantage of mispricing between two related and often correlated securities.

Statistical arbitrage – The funds in this strategy profit from temporary pricing discrepancies between related securities. The discrepancies offer an opportunity to take a long position on the cheaper security and to short the more expensive one in an attempt to profit as the prices of the two revert to their norm, or mean.

Equity long/short high hedge – These funds seek to profit from pricing inefficiencies between related equity securities, neutralizing exposure to market risk by combining long and short positions.

Event driven

This strategy uses different investment approaches to profit from reaction to various events.

Distressed – These funds invest in, and may sell short, the securities of companies where the security's price has been, or is expected to be, affected by a distressed situation such as a bankruptcy or corporate restructuring.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

Event driven credit – These funds invest in debt securities created by significant transactional events such as spin-offs, mergers and acquisitions, bankruptcy reorganizations, and recapitalizations.

Restructuring and value – These funds invest in restructuring companies that are undergoing significant corporate events such as spin-offs, recapitalizations, litigation events, strategic realignment, and other major changes. It also includes “value” investments in securities that are believed to be underpriced relative to their intrinsic or fundamental value or which are expected to appreciate in value if circumstances change or an anticipated event occurs.

Derivatives

The Master Trust invests in interest rate swaps, which are considered derivative instruments. Interest rate swaps held by the Master Trust are used to reduce and /or mitigate interest rate risk.

At December 31, 2011 and 2010, the Master Trust held 15 and 35 interest rate swap agreements, respectively, with Goldman Sachs International (the counterparty) with a total notional amount of approximately \$339 million and \$484 million, respectively. According to the terms of the interest rate swap agreements, value is based on the difference between a fixed interest rate and a variable interest rate, reflected in the most current yield curve, over an agreed period of time. The fixed interest rate is established at the beginning of the transaction, while the variable rate used is based primarily on the London Interbank Offered Rate.

The interest rate swaps in an asset position were \$350,930,981 and \$497,345,338 at December 31, 2011 and 2010, respectively, and interest rate swaps in a liability position were \$325,156,651 and \$484,697,477 at December 31, 2011 and 2010, respectively, resulting in a net asset position of \$25,774,330 and \$12,647,861 at December 31, 2011 and 2010, respectively

The net position is recorded at fair value on the statements of net assets available for benefits in Plan interest in SuperMedia, Inc. Master Trust, with changes in fair values reported in the statements of changes in net assets available for benefits in net investment gain from Plan interest in SuperMedia, Inc. Master Trust. Also see the fair value hierarchy, as well as the net investment income from Master Trust tables above.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

Futures Contracts

As of December 31, 2011, the Master Trust utilized fixed income exchange-traded futures contracts to hedge the Plans' fixed income assets from adverse movements of interest rates, and to augment returns by allowing the stressing of certain areas of maturity when those areas are identified as being unusually high yield or low yield. On behalf of the Master Trust, investment managers enter into various futures contracts to economically hedge investments in domestic securities. These contracts, which are considered derivatives under ASC 815, *Derivatives and Hedging*, are agreements between two parties to buy or sell a security or financial interest at a set price on a future date and are standardized and exchange-traded. Upon entering into such a contract on behalf of the Master Trust the investment manager is required to pledge to the broker an amount of cash or securities equal to the minimum "initial margin" requirements of the exchange on which the contract is traded. Pursuant to the contract, the investment manager agrees to receive from or pay to the broker an amount of cash equal to the daily fluctuation in the value of the contract. Such receipts or payments are known as variation margins and are recorded on a daily basis by the Trustee as realized gains or losses equal to the difference in the value of the contract between daily closing prices.

The following tables present open futures contracts at December 31, 2011 and 2010. The fair values presented in these tables include cumulative appreciation (depreciation) of futures contracts, but only the current day's variation margin receivable/payable is reported in the statements of net assets available for benefits.

Type of Contracts Held at December 31, 2011	Number of Contracts	Expiration	Notional Market Value	Fair Value at December 31 2011
Interest rate contracts:				
30-year U.S. Treasury Bond Future	107	03/21/2012	\$15,494,938	\$ (9,031)
10-year U.S. Treasury Note Future	(59)	03/21/2012	(7,736,375)	4,609
Total			<u>\$ 7,758,563</u>	<u>\$ (4,422)</u>

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

6. Interest in SuperMedia Inc. Master Trust (continued)

Type of Contracts Held at December 31, 2010	Number of Contracts	Expiration	Notional Market Value	Fair Value at December 31 2010
Interest rate contracts:				
30-year U.S. Treasury Bond Future	116	03/22/2011	\$14,166,500	\$ (494,770)
10-year U.S. Treasury Note Future	(4)	03/22/2011	(481,750)	(2,438)
5-year U.S. Treasury Note Future	106	03/31/2011	12,478,187	28,040
2-year U.S. Treasury Note Future	(128)	03/31/2011	(28,020,000)	(29,890)
Total			<u>\$ (1,857,063)</u>	<u>\$ (499,058)</u>

7. Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated December 10, 2011, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the IRC) and, therefore, the related trust is tax-exempt. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualified status. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the IRC.

Accounting principles generally accepted in the United States of America require management of the Plan to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that, more likely than not, would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits.

The actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

9. Related-Party Transactions

Certain of the Plan's assets in the Master Trust are invested in funds managed by the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

10. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2011	2010
Net assets available for benefits per the financial statements	\$ 395,432,834	\$ 371,565,092
Less: Benefits payable	(1,894,857)	(5,931,328)
Net assets available for benefits per the Form 5500	<u>\$ 393,537,977</u>	<u>\$ 365,633,764</u>

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

10. Reconciliation of Financial Statements to the Form 5500 (continued)

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2011, to the Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 23,867,742
Add: Benefits payable at December 31, 2010	5,931,328
Less: Benefits payable at December 31, 2011	<u>(1,894,857)</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 27,904,213</u>

Amounts allocated to withdrawn participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to year-end but not yet paid.

11. Commitments and Contingencies

On November 25, 2009, three former Bell retirees filed a putative class action against the Company's and Verizon's pension plans and the Company's and Verizon's Employee Benefits Committees. All three named plaintiffs are receiving the single life monthly annuity. All complain that Verizon transferred them against their will from the Verizon pension plans to the Idearc pension plans at or near the spin. The complaint alleges that both the Verizon and Company defendants failed to provide requested plan documents, which would entitle the plaintiffs to statutory penalties under ERISA; that both the Verizon and Company defendants breached their fiduciary duty for refusal to disclose pension plan information; and other class action counts aimed directly at the Verizon defendants. The plaintiffs seek class action status only against Verizon, statutory penalties, damages and a reversal of the employee transfers. On January 6, 2010, plaintiffs filed an amended complaint without prior court approval adding Idearc Inc. as a party, and subsequently the court dismissed Idearc Inc. On March 10, 2010, the Company defendants filed their motion to dismiss the plaintiffs' complaint. On October 18, 2010, the Court ruled on the motion dismissing all the claims against the Company pension plans and all the claims against the Company Employee Benefits Committee (the EBC) relating to production of documents and statutory penalties for failure to produce same. The only claims remaining are procedural ERISA claims against the EBC. The EBC filed its answer, moved to dismiss one of the two remaining claims against it and filed a motion for summary judgment. Pursuant to an agreement between the Verizon defendants and the plaintiffs, the court entered an agreed order certifying the class against the Verizon defendants. On March 26, 2012, the Court denied the Company defendants' motion to dismiss. The parties' summary judgments remain

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

11. Commitments and Contingencies (continued)

pending. The Company plans to honor its indemnification obligations and vigorously defend the lawsuit on the defendants' behalf. The Company has notified the carrier of this action. An estimate of the possible loss cannot be made as of December 31, 2011.

On June 26, 2012, the Company filed a class action in the US District Court, Northern District of Texas, Dallas Division where the Company seeks a declaratory judgment concerning the Company's right to enact several amendments that were recently made to its retiree health and welfare benefit plans, and more generally the Company's right to modify, amend or terminate these plans. The deadline for filing a responsive pleading by the defendants has not yet passed, and no defendant has made an appearance. On July 10, 2012, the Court consolidated this new case with the existing ERISA case described above.

The Company has notified the carrier of this action. An estimate of the possible loss cannot be made as of December 31, 2011.

12. Subsequent Events

Merger Agreement with Dex One Corporation

On August 20, 2012, the Company, Dex One Corporation, a Delaware corporation (Dex), Newdex, Inc., a Delaware corporation and a direct wholly owned subsidiary of Dex (Newco) and Spruce Acquisition Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Newco (Merger Sub), entered into an Agreement and Plan of Merger (the Merger Agreement), providing for a "merger of equals" business combination of SuperMedia and Dex. The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, Dex will be merged with and into Newco with Newco continuing as the surviving corporation and Merger Sub will be merged with and into SuperMedia with SuperMedia continuing as the surviving corporation (collectively, the Mergers). As a result of the Mergers, Newco will become a newly listed company and SuperMedia will become a direct wholly owned subsidiary of Newco.

Subject to the terms of the Merger Agreement, at the effective time of the Mergers, (i) each outstanding share of Dex common stock (other than shares held by SuperMedia, Dex, Newco or any of their respective subsidiaries) will be converted into the right to receive 0.20 shares of Newco common stock, par value \$0.001 per share (the Newco Common Stock), which reflects a 1-for-5 reverse stock split of Dex common stock and (ii) each outstanding share of SuperMedia

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements (continued)

12. Subsequent Events (continued)

common stock (other than shares held by SuperMedia, Dex, Newco or any of their respective subsidiaries) will be converted into the right to receive 0.4386 shares of Newco Common Stock. Outstanding SuperMedia stock options will be cancelled at the effective time of the Mergers and, to the extent that SuperMedia's closing stock price on the date of the Mergers exceeds the option strike price, will be settled in cash. All other outstanding SuperMedia equity awards will generally convert into Newco Common Stock, after giving effect to the exchange ratio. After the consummation of the Mergers, current SuperMedia stockholders will own approximately 40% of the combined company and current Dex stockholders will own approximately 60% of the combined company. The effects of the Mergers on the Plan are not yet known.

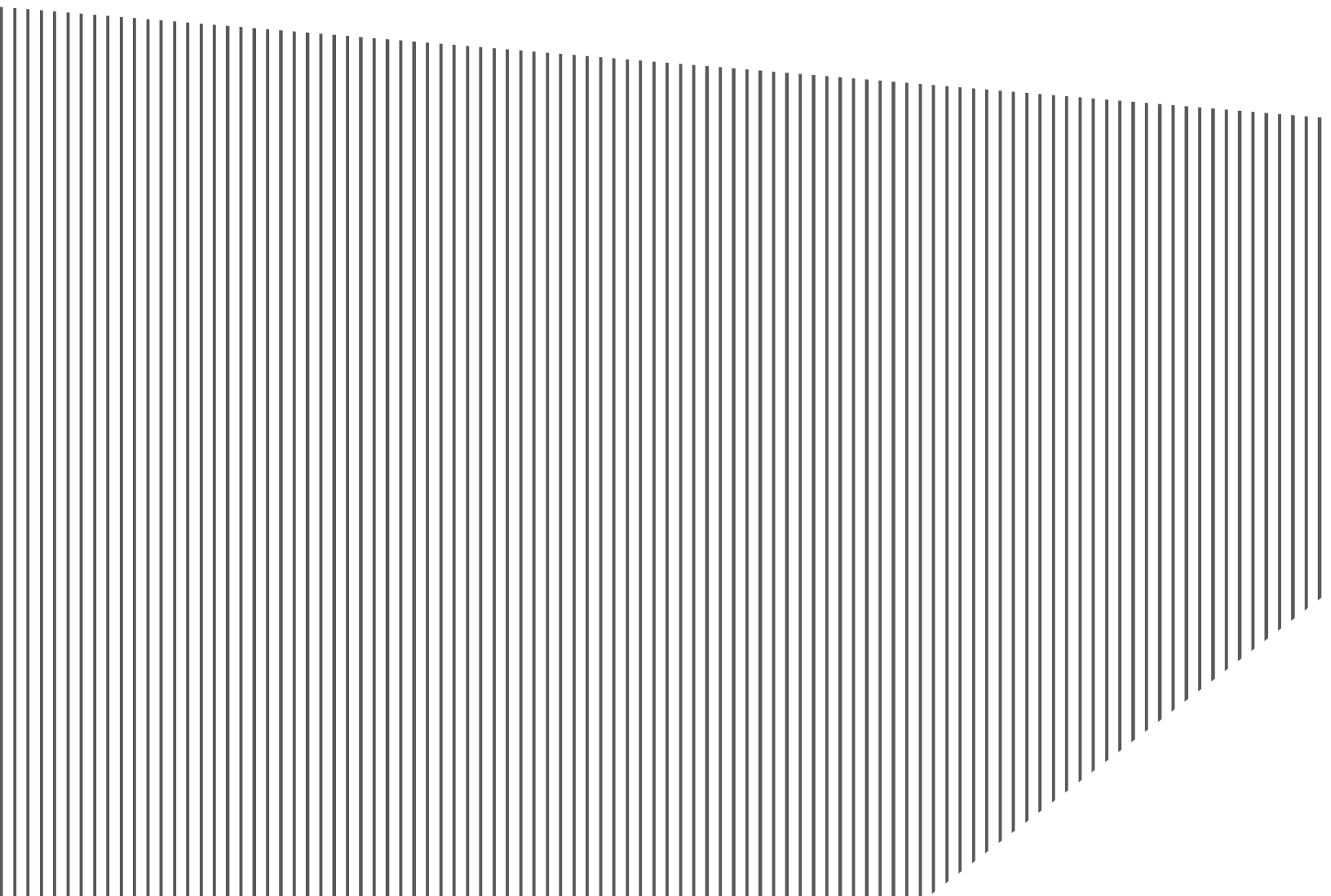
Completion of the Mergers is subject to certain conditions and is anticipated to occur in the fourth quarter of 2012, although in light of the necessary lender and stockholder approvals there can be no assurance the Mergers will occur within the expected time frame or at all.

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Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4085 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em;">2011</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description) _____		

Part II Basic Plan Information—enter all requested information			
1a Name of plan <u>SuperMedia Pension Plan for Management Employees</u>		1b Three-digit plan number (PN) <u>001</u>	
		<u>11/01/2006</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>SuperMedia Inc.</u> <u>P.O. Box 619810</u> <u>2200 West Airfield Drive</u> <u>DFW Airport TX 75261</u>		2b Employer Identification Number (EIN) <u>20-5095175</u> 2c Sponsor's telephone number <u>(972) 453-7000</u> 2d Business code (see instructions) <u>511190</u>	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		6/8/12	William Gist
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SuperMedia Employee Benefits Committee P.O. Box 619810 2200 West Airfield Drive DFW Airport TX 75261	3b Administrator's EIN 20-5095175 3c Administrator's telephone number (972) 453-7000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	3,791
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
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a Active participants	6a	1,604
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b Retired or separated participants receiving benefits.....	6b	790
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c Other retired or separated participants entitled to future benefits	6c	912
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d Subtotal. Add lines 6a, 6b, and 6c.	6d	3,306
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e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e	77
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f Total. Add lines 6d and 6e.	6f	3,383
---	-----------	-------

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
---	-----------	--

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	0
---	-----------	---

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1C 1G 1I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information - Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)