

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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>MACYS INC CASH ACCOUNT PENSION PLAN</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>012</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1984</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>13-3324058</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>513-579-7000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>452110</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>012</u>	1c Effective date of plan <u>01/01/1984</u>		2b Employer Identification Number (EIN) <u>13-3324058</u>		2c Sponsor's telephone number <u>513-579-7000</u>		2d Business code (see instructions) <u>452110</u>	
1b Three-digit plan number (PN) ▶	<u>012</u>										
1c Effective date of plan <u>01/01/1984</u>											
2b Employer Identification Number (EIN) <u>13-3324058</u>											
2c Sponsor's telephone number <u>513-579-7000</u>											
2d Business code (see instructions) <u>452110</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MACYS INC</u> <u>C/O MACYS CORPORATE SERVICES INC</u> <u>7 W 7TH ST</u> <u>CINCINNATI, OH 45202</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.	10/12/2014	STEPHEN J. O'BRYAN, VICE PRESIDENT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2014	STEPHEN J. O'BRYAN, VICE PRESIDENT
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address MACYS INC PENSION & P/S ADMIN COMM C/O MACYS CORPORATE SERVICES INC 7 W 7TH ST CINCINNATI, OH 45202		3b Administrator's EIN 31-1104425
		3c Administrator's telephone number 513-579-7000
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
5 Total number of participants at the beginning of the plan year		5 201052
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 79818
b Retired or separated participants receiving benefits		6b 37626
c Other retired or separated participants entitled to future benefits		6c 70864
d Subtotal. Add lines 6a , 6b , and 6c		6d 188308
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 188308
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 4823
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 Characteristics Codes in the instructions: 1C 3J		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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
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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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>MACYS INC CASH ACCOUNT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>MACYS INC</u>	D Employer Identification Number (EIN) <u>13-3324058</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>2013</u>	
2 Assets:	
a Market value	2a <u>3328066160</u>
b Actuarial value	2b <u>3244064137</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>38542</u> <u>778485004</u>
b For terminated vested participants.....	3b <u>71529</u> <u>766792058</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>43191484</u>
(2) Vested benefits	3c(2) <u>1221134600</u>
(3) Total active.....	3c(3) <u>95349</u> <u>1264326084</u>
d Total.....	3d <u>205420</u> <u>2809603146</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>6.28 %</u>
6 Target normal cost	6 <u>135100305</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>09/19/2014</u>
	Signature of actuary	Date
<u>SCOTT H DAVIS</u>	Type or print name of actuary	<u>14-06506</u>
		Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	Firm name	<u>952-807-0810</u>
		Telephone number (including area code)
	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) 2013
v. 130118

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	392396998
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	392396998
10 Interest on line 9 using prior year's actual return of <u>14.58</u> %		57211482
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		140187278
b Interest on (a) using prior year's effective interest rate of <u>6.98</u> % except as otherwise provided (see instructions)		9785072
c Total available at beginning of current plan year to add to prefunding balance		149972350
d Portion of (c) to be added to prefunding balance		149000000
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	598608480

Part III Funding Percentages		
14 Funding target attainment percentage	14	94.15 %
15 Adjusted funding target attainment percentage	15	115.46 %
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	104.97 %
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 line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 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: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
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 subject to 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	135100305
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		164147489	27394916
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	162495221
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	162495221	162495221
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 an election was made to use PRA 2010 funding relief for this plan:			
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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan MACYS INC CASH ACCOUNT PENSION PLAN	B Three-digit plan number (PN) ▶	012
C Plan sponsor's name as shown on line 2a of Form 5500 MACYS INC	D Employer Identification Number (EIN) 13-3324058	

Part I	Service Provider Information (see instructions)
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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
BNY MELLON
25-6078093

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
EATON VANCE TRUST COMPANY
32-0225130

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
IRIDIAN ASSET MANAGEMENT
06-1439577

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
TPG OPPORTUNITIES PARTNERS II B LP
45-2581159

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

UBS REALTY INVESTORS LLC

36-3718331

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

WESTERN ASSET MANAGEMENT CO

92-2705767

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

THE BLACKSTONE GROUP

13-3894989

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

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

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

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)

BANK OF AMERICA/MERRILL LYNCH

91-0781053

(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?
64	RECORDKEEPING	2995642	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MACYS INC

13-3324058

(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?
14 38	PLAN ADM/PART COM	2699266	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PACIFIC INVESTMENT MANGMT CO LLC

33-0629048

(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?
51	INV MGR	2098657	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

JP MORGAN INVESTMENT MANAGEMENT

13-3200244

(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?
27 28 50 51	INV ADV/INV MGT	2047268	Yes ☒ No ☐	Yes ☒ No ☐	75667	Yes ☐ No ☒

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

ADAMS STREET PARTNERS

36-3664388

(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?
51	INV MGR	1357526	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN STANLEY REAL ESTATE ADV INC

20-0109235

(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?
51	INV MGR	1198097	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)

FIDUCIARY TRUST INT'L OF THE SOUTH

65-0080824

(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?
51	INV MGR	1000062	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ARTISAN PARTNERS LTD PARTNERSHIP

39-1807188

(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?
51	INV MGR	680561	Yes ☒ No ☐	Yes ☐ No ☒	9346	Yes ☐ No ☒

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

WELLINGTON MGT CO

04-2683227

(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?
51	INV MGR	606329	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)

BLACKSTONE REAL ESTATE PARTNERS

20-8081274

(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?
51	INV MGR	590675	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

AON CONSULTING INC

22-2232264

(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?
11	ACTUARIAL	576049	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NISA INVESTMENT ADVISORS LLC

48-1140940

(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?
51	INV MGR	560646	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)

BLACKROCK FINANCIAL MANAGEMENT INC

94-3112180

(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?
28 50 51	INV MGR	445755	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIRST PACIFIC ADVISORS

04-3118452

(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?
51	INV MGR	441807	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACKROCK INSTITUTIONAL TRUST CO

94-3112180

(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?
21 24 58 50 51	INV MGR	392123	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

JP MORGAN CHASE BANK

13-4994650

(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?
21	TRUSTEE	390497	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

THE REALTY ASSOCIATES FUND VIII LP

25-5054325

(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?
51	INV MGR	259100	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

UBS GLOBAL ASSET MANAGEMENT

36-3718331

(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?
51	INV MGR	189780	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)

ROCATON INVESTMENT ADVISORS LLC

04-3638035

(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	CONSULTING	109932	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KPMG PEAT MARWICK LLP

13-5565207

(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	AUDITORS	105000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CLASSICAL MARKETING LLC

36-4291764

(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?
38	PART COMM FEES	48643	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)

US POSTAL SERVICE

41-0760000

(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?
38	PART COMM	31129	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NEW YORK

13-5160382

(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?
21	TRUSTEE	25896	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MACYS CREDIT & CUSTOMER SERVICES

31-1397510

(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?
14	PLAN ADM FEES	21866	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)

SOLO PRINTING INCORPORATED

59-2571138

(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?
38	PART COMM	16596	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INFORMATION MANAGEMENT SERVICES

26-0792061

(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?
38	PART COMM FEES	9188	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CITIBANK

13-5266470

(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?
21	TRUSTEE	8833	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)

ONETOUCHPOINT EAST CORP

31-0783274

(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?
38	PART COMM	8495	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PENSION BENEFIT INFORMATION

94-2856521

(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?
38	PART COMM FEES	6723	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GMO LLC

04-3009441

(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?
51	INV MGR	0	Yes ☒ No ☐	Yes ☒ No ☐	963876	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)

WASATCH ADVISORS

87-0319391

(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?
51	INV MGR	0	Yes ☒ No ☐	Yes ☐ No ☒	841313	Yes ☐ No ☒

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

WELLINGTON TRUST CO

04-2755549

(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?
52	INV MGR	0	Yes ☒ No ☐	Yes ☐ No ☒	782314	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

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="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan MACYS INC CASH ACCOUNT PENSION PLAN	B Three-digit plan number (PN) ►	012
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MACYS INC	D Employer Identification Number (EIN) 13-3324058	

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)		
a Name of MTIA, CCT, PSA, or 103-12 IE: MACYS, INC. DEF BEN PLANS MT			
b Name of sponsor of entity listed in (a): MACYS, INC.			
c EIN-PN 13-3324058-015	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3609740000	
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
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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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>MACYS INC CASH ACCOUNT PENSION PLAN</u>		B Three-digit plan number (PN) <u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MACYS INC</u>		D Employer Identification Number (EIN) <u>13-3324058</u>

Part I	Asset and Liability Statement	
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	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1)	150000000
(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)	3178094000
(12) Value of interest in 103-12 investment entities	1c(12)	3609740000
(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)	

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	3328094000	3609740000

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3328094000	3609740000
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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
(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

		(a) Amount	(b) Total
(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)		539875000
(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		539875000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	222016000	
(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)		222016000
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)	4212000	
(2) Contract administrator fees	2i(2)	2601000	
(3) Investment advisory and management fees	2i(3)	20674000	
(4) Other	2i(4)	8726000	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		36213000
j Total expenses. Add all expense amounts in column (b) and enter total	2j		258229000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		281646000
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: **KPMG LLP**

(2) EIN: **13-5565207**

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- 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.)
- 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.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		30000000
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.)		X	
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.			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust MACYS INC DEFINED BENEFIT PLANS MT	6b Trust's EIN 311734943
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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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **12/31/2013**

A Name of plan MACYS INC CASH ACCOUNT PENSION PLAN	B Three-digit plan number (PN) ▶ 012
C Plan sponsor's name as shown on line 2a of Form 5500 MACYS INC	D Employer Identification Number (EIN) 13-3324058

Part I	Distributions
---------------	----------------------

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
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): _____ 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 8579

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: 47% Investment-Grade Debt: 22% High-Yield Debt: 7% Real Estate: 9% Other: 15%

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 line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



KPMG LLP
Suite 3400
312 Walnut Street
Cincinnati, OH 45202

Independent Auditors' Report

The Pension and Profit Sharing Committee
Macy's, Inc.:

Report on the Financial Statements

We have audited the accompanying financial statements of the Macy's, Inc. Cash Account Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with generally accepted accounting principles in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2013 and 2012, and the changes in its financial status for the years then ended, in accordance with generally accepted accounting principles in the United States of America.

KPMG LLP

Cincinnati, Ohio
September 29, 2014

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) x (b) x (c)
55	8.0%	1.0000	4.40
56	8.0%	0.9200	4.12
57	8.0%	0.8464	3.86
58	8.0%	0.7787	3.61
59	8.0%	0.7164	3.38
60	8.0%	0.6591	3.16
61	12.0%	0.6064	4.44
62	12.0%	0.5336	3.97
63	12.0%	0.4696	3.55
64	12.0%	0.4132	3.17
65	18.0%	0.3636	4.25
66	13.0%	0.2982	2.56
67	13.0%	0.2594	2.26
68	13.0%	0.2257	2.00
69	13.0%	0.1964	1.76
70	13.0%	0.1709	1.56
71	13.0%	0.1487	1.37
72	13.0%	0.1294	1.21
73	100.0%	0.1126	8.22
Weighted Average			62.85

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21	
1st Segment Rate	4.94%	
2nd Segment Rate	6.15%	
3rd Segment Rate	6.76%	
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2012), without regard to the MAP-21 interest rate corridor	
1st Segment Rate	1.75%	
2nd Segment Rate	4.62%	
3rd Segment Rate	5.72%	
Salary Increases	Age	Percent
Minimum Funding Target Normal Cost	Group	Increase
	-24	8.25%
	25-29	7.00%
	30-34	5.25%
	35-39	5.00%
	40-44	4.50%
	45-49	3.75%
	50-54	3.50%
	55-59	3.50%
	60+	3.00%
	Geometric average age is approximately 4.5% per year from age 25 to 65.	
Cash Balance Interest Crediting Rate	5.25%.	
Cash Balance Annuity Conversion Rate	Based on funding interest rates and 417(e) mortality.	

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Optional Payment Form Election Percentage

Upon termination, active participants are assumed to elect a lump sum or an annuity payment form as follows:

Age	Option Election	
	Lump Sum	Annuity
-54	100%	0%
55+	90%	10%

All active participants assumed to elect a lump sum payment after termination are assumed to receive that lump sum as follows:

Age	Deferral Period						
	0	1	2	3	4	5	6+
-29	20%	20%	8%	4%	3%	2%	0%
30-39	25%	25%	8%	4%	3%	2%	0%
40-49	25%	25%	10%	4%	3%	2%	0%
50-54	25%	25%	10%	5%	3%	2%	0%
55-58	30%	30%	15%	7%	7%	5%	0%
59	35%	35%	15%	7%	7%	5%	0%
60	40%	40%	20%	10%	7%	5%	0%
61	45%	45%	20%	10%	7%	5%	0%
62-64	50%	50%	20%	10%	7%	5%	0%
65+	100%	100%	100%	100%	100%	100%	100%

Retirement Age
Active Participants

Age Group	Retirement Rate
55-60	8%
61-64	12%
65	18%
66-72	13%
73+	100%

Weighted average is approximately 62.8 years old.

Mortality Rates
Healthy and Disabled

Generational mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(d)

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Withdrawal Rates	See Table 1
Disability Rates	See Table 2
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$205,000 and the IRC section 401(a)(17) compensation limit of \$255,000.
Valuation of Plan Assets	Average of market value as of 1/1/2011, 1/1/2012, and 1/1/2013 after adjusting for contributions, expected return, benefit payments, and administration expenses.
Expected Return on Assets	
2011 Plan Year	6.57%
2012 Plan Year	7.52%
Trust Expenses Included in Target Normal Cost	Funding Target Normal Cost is increased to reflect anticipated plan administration and investment expenses. (\$26,004,074 for 2013)
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Table 1

Withdrawal Rates

Age Group	Years of Service				
	1	2	3	4	5+
–24	45%	40%	34%	28%	26%
25-29	42%	35%	30%	25%	20%
30-34	36%	30%	26%	20%	15%
35-39	32%	25%	20%	20%	12%
40-44	28%	25%	20%	15%	9%
45-49	28%	20%	15%	13%	8%
50-54	28%	20%	15%	13%	7%
55-59	22%	18%	15%	13%	0%
60-64	22%	18%	15%	13%	0%
65	22%	18%	18%	15%	0%
66+	18%	18%	18%	15%	0%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Table 2

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.015%	0.015%	45	0.080%	0.120%
16	0.015%	0.015%	46	0.090%	0.135%
17	0.015%	0.015%	47	0.105%	0.150%
18	0.015%	0.015%	48	0.125%	0.165%
19	0.015%	0.015%	49	0.140%	0.180%
20	0.015%	0.015%	50	0.156%	0.200%
21	0.015%	0.015%	51	0.195%	0.220%
22	0.015%	0.015%	52	0.230%	0.245%
23	0.015%	0.015%	53	0.265%	0.270%
24	0.015%	0.015%	54	0.305%	0.295%
25	0.015%	0.015%	55	0.345%	0.320%
26	0.015%	0.015%	56	0.385%	0.345%
27	0.015%	0.015%	57	0.430%	0.370%
28	0.015%	0.020%	58	0.475%	0.400%
29	0.015%	0.020%	59	0.525%	0.425%
30	0.015%	0.020%	60	0.575%	0.450%
31	0.015%	0.025%	61	0.630%	0.480%
32	0.015%	0.025%	62	0.690%	0.505%
33	0.015%	0.030%	63	0.755%	0.525%
34	0.015%	0.030%	64	0.880%	0.545%
35	0.020%	0.035%	65+	0.000%	0.000%
36	0.020%	0.040%			
37	0.025%	0.045%			
38	0.030%	0.050%			
39	0.035%	0.060%			
40	0.040%	0.065%			
41	0.045%	0.075%			
42	0.050%	0.085%			
43	0.060%	0.095%			
44	0.070%	0.110%			

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Schedule SB, Part V—Summary of Plan Provisions

Status of the Plan	Effective December 31, 2011, closed to new entrants except for certain Union groups Effective December 31, 2013, the plan will be frozen except for participants of certain union groups																
Participation	The first day of the month following the attainment of age 21 and one year of eligibility service																
Normal Retirement																	
Eligibility	Age 65 and three years of Vesting Service																
Benefit	Initial Account Balance plus Pay Credits (credited at the end of each plan year) based on years of Vesting Service at the beginning of each plan year as shown below, increased with Interest Credits each year: <table><tr><th>Vesting Service</th><th>Pay Credits</th></tr><tr><td>0–2</td><td>2.0%</td></tr><tr><td>3–4</td><td>2.5%</td></tr><tr><td>5–9</td><td>3.0%</td></tr><tr><td>10–14</td><td>4.0%</td></tr><tr><td>15–19</td><td>5.0%</td></tr><tr><td>20–24</td><td>6.0%</td></tr><tr><td>25+</td><td>8.0%</td></tr></table>	Vesting Service	Pay Credits	0–2	2.0%	3–4	2.5%	5–9	3.0%	10–14	4.0%	15–19	5.0%	20–24	6.0%	25+	8.0%
Vesting Service	Pay Credits																
0–2	2.0%																
3–4	2.5%																
5–9	3.0%																
10–14	4.0%																
15–19	5.0%																
20–24	6.0%																
25+	8.0%																
	Participants who had attained age 55 and 10 years of Vesting Service as of January 1, 2002 will receive the greater of the prior plan and the cash balance plan payable as an annuity upon termination.																
Late Retirement																	
Eligibility	Over age 65 and three years of Vesting Service																
Benefit	Account Balance at late retirement																
Vested Termination																	
Eligibility	Three years of Vesting Service																
Benefit	Account Balance upon vested termination																
Disability																	
Eligibility	Termination due to total disability																

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Benefit	Account Balance upon reaching normal retirement age; Vesting Service, Pay Credits, and Interest Credits continue to accrue after termination.
Preretirement Death Eligibility	Three years of Vesting Service
Benefit	Account Balance payable to beneficiary at date of death
Forms of Payment	Lump sum, annuity options
Definitions	
Interest Credits	30-year Treasury rate for the previous November (minimum: 5.25%) credited at the end of each calendar quarter
Account Balance	Initial Account Balance plus pay and interest credits to the date of separation
Plan Compensation	W-2 Box 1 wages + Section 401(k) deferrals + Section 125 deferrals
Vesting Service	One year for each plan year in which the employee has at least 1,000 hours

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Legacy May Participants

Participation The first day of the calendar quarter following the attainment of age 21 and one year of eligibility service

Normal Retirement

Eligibility Age 65

Benefit Active participants as of August 1, 2005 will receive a FAP update. As of January 1, 2005, their accrued benefit will be the greater of the benefit accrued to date and 0.7% of Average Pay (2000-2004) x Credited Service before 1/1/2005, plus 0.6% of Average Pay (2000-2004) above Average SSWB for 2005 x Credited Service before 1/1/2005.

For Service on or after 1/1/2005

For years eligible for early, normal or deferred retirement:
0.9% of Pay plus
0.6% of Pay above Average SSWB

or

For years not eligible for any form of retirement:
0.7% of Pay, plus
0.6% Pay above Average SSWB

Early Retirement

Eligibility Over age 55 and five years of Vesting Service

Benefit Normal retirement benefit reduced by 7.2% per year (0.6% per month) between ages 60 and 65 and 3.6% per year (0.3% per month) between ages 55 and 60.

Vested Termination

Eligibility Five years of Vesting Service

Benefit Normal retirement benefit payable at age 65

Disability

Eligibility Five years of Vesting Service

Benefit Normal retirement benefit payable at age 65

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Preretirement Death

Eligibility

Five years of Vesting Service

Benefit

50% Joint & Survivor payable to spouse

Forms of Payment

Lump sum, annuity options

Definitions

Plan Compensation

W-2 Box 1 wages + Section 401(k) deferrals + Section 125 deferrals

Vesting Service

Elapsed time.

Other Legacy Formulas (Former
Subsidiary Participants)

There are no active participants accruing benefits under these formulas. The remaining inactive participants are included in the valuation based on benefits determined under their respective plan provisions.

Administrative Expenses

The following expenses are paid out of the plan assets:
PBGC premiums, administrative services, and investment services.

Changes in Plan Provisions Since the Prior Year

Effective December 31, 2013, the plan will be frozen except for participants of certain union groups.

There was an update to the mortality and interest rates for determining minimum lump sum payments under IRC 417(e)(3) to the applicable rates for the current plan year.

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)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$164,147,489	January 1, 2013	7	\$27,394,916

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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► **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 Macy's, Inc. Cash Account Pension Plan	B Three-digit plan number (PN) ►	<u>012</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Macys, Inc.	D Employer Identification Number (EIN) 13-3324058	

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>2013</u>		
2	Assets:		
	a Market value	2a	3,328,066,160
	b Actuarial value	2b	3,244,064,137
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	38,542
	b For terminated vested participants.....	3b	71,529
	c For active participants:		
	(1) Non-vested benefits	3c(1)	43,191,484
	(2) Vested benefits	3c(2)	1,221,134,600
	(3) Total active.....	3c(3)	95,349
	d Total.....	3d	205,420
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	6.28 %
6	Target normal cost	6	135,100,305

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	Scott H. Davis _____ Signature of actuary Scott H Davis _____ Type or print name of actuary Hewitt Associates LLC _____ Firm name 5600 West 83rd Street, Suite 1100 Minneapolis MN 55437 _____ Address of the firm	09/19/2014 _____ Date 14-06506 _____ Most recent enrollment number (952) 807-0810 _____ Telephone number (including area code)
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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	392,396,998
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	392,396,998
10	Interest on line 9 using prior year's actual return of <u>14.58</u> %		57,211,482
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		140,187,278
b	Interest on (a) using prior year's effective interest rate of <u>6.98</u> % except as otherwise provided (see instructions)		9,785,072
c	Total available at beginning of current plan year to add to prefunding balance		149,972,350
d	Portion of (c) to be added to prefunding balance		149,000,000
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	598,608,480

Part III Funding Percentages			
14	Funding target attainment percentage	14	94.15 %
15	Adjusted funding target attainment percentage	15	115.46 %
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	104.97 %
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 line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 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: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
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 subject to 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	135,100,305
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		164,147,489	27,394,916
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	162,495,221
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement.....		0	162,495,221
			162,495,221
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 an election was made to use PRA 2010 funding relief for this plan:	
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 SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) x (b) x (c)
55	8.0%	1.0000	4.40
56	8.0%	0.9200	4.12
57	8.0%	0.8464	3.86
58	8.0%	0.7787	3.61
59	8.0%	0.7164	3.38
60	8.0%	0.6591	3.16
61	12.0%	0.6064	4.44
62	12.0%	0.5336	3.97
63	12.0%	0.4696	3.55
64	12.0%	0.4132	3.17
65	18.0%	0.3636	4.25
66	13.0%	0.2982	2.56
67	13.0%	0.2594	2.26
68	13.0%	0.2257	2.00
69	13.0%	0.1964	1.76
70	13.0%	0.1709	1.56
71	13.0%	0.1487	1.37
72	13.0%	0.1294	1.21
73	100.0%	0.1126	8.22
Weighted Average			62.85

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21	
1st Segment Rate	4.94%	
2nd Segment Rate	6.15%	
3rd Segment Rate	6.76%	
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2012), without regard to the MAP-21 interest rate corridor	
1st Segment Rate	1.75%	
2nd Segment Rate	4.62%	
3rd Segment Rate	5.72%	
Salary Increases	Age	Percent
Minimum Funding Target Normal Cost	Group	Increase
	-24	8.25%
	25-29	7.00%
	30-34	5.25%
	35-39	5.00%
	40-44	4.50%
	45-49	3.75%
	50-54	3.50%
	55-59	3.50%
	60+	3.00%
	Geometric average age is approximately 4.5% per year from age 25 to 65.	
Cash Balance Interest Crediting Rate	5.25%.	
Cash Balance Annuity Conversion Rate	Based on funding interest rates and 417(e) mortality.	

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Optional Payment Form Election Percentage

Upon termination, active participants are assumed to elect a lump sum or an annuity payment form as follows:

Age	Option Election	
	Lump Sum	Annuity
-54	100%	0%
55+	90%	10%

All active participants assumed to elect a lump sum payment after termination are assumed to receive that lump sum as follows:

Age	Deferral Period						
	0	1	2	3	4	5	6+
-29	20%	20%	8%	4%	3%	2%	0%
30-39	25%	25%	8%	4%	3%	2%	0%
40-49	25%	25%	10%	4%	3%	2%	0%
50-54	25%	25%	10%	5%	3%	2%	0%
55-58	30%	30%	15%	7%	7%	5%	0%
59	35%	35%	15%	7%	7%	5%	0%
60	40%	40%	20%	10%	7%	5%	0%
61	45%	45%	20%	10%	7%	5%	0%
62-64	50%	50%	20%	10%	7%	5%	0%
65+	100%	100%	100%	100%	100%	100%	100%

Retirement Age
Active Participants

Age Group	Retirement Rate
55-60	8%
61-64	12%
65	18%
66-72	13%
73+	100%

Weighted average is approximately 62.8 years old.

Mortality Rates
Healthy and Disabled

Generational mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(d)

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Withdrawal Rates	See Table 1
Disability Rates	See Table 2
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$205,000 and the IRC section 401(a)(17) compensation limit of \$255,000.
Valuation of Plan Assets	Average of market value as of 1/1/2011, 1/1/2012, and 1/1/2013 after adjusting for contributions, expected return, benefit payments, and administration expenses.
Expected Return on Assets	
2011 Plan Year	6.57%
2012 Plan Year	7.52%
Trust Expenses Included in Target Normal Cost	Funding Target Normal Cost is increased to reflect anticipated plan administration and investment expenses. (\$26,004,074 for 2013)
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Table 1

Withdrawal Rates

Age Group	Years of Service				
	1	2	3	4	5+
–24	45%	40%	34%	28%	26%
25-29	42%	35%	30%	25%	20%
30-34	36%	30%	26%	20%	15%
35-39	32%	25%	20%	20%	12%
40-44	28%	25%	20%	15%	9%
45-49	28%	20%	15%	13%	8%
50-54	28%	20%	15%	13%	7%
55-59	22%	18%	15%	13%	0%
60-64	22%	18%	15%	13%	0%
65	22%	18%	18%	15%	0%
66+	18%	18%	18%	15%	0%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Table 2

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.015%	0.015%	45	0.080%	0.120%
16	0.015%	0.015%	46	0.090%	0.135%
17	0.015%	0.015%	47	0.105%	0.150%
18	0.015%	0.015%	48	0.125%	0.165%
19	0.015%	0.015%	49	0.140%	0.180%
20	0.015%	0.015%	50	0.156%	0.200%
21	0.015%	0.015%	51	0.195%	0.220%
22	0.015%	0.015%	52	0.230%	0.245%
23	0.015%	0.015%	53	0.265%	0.270%
24	0.015%	0.015%	54	0.305%	0.295%
25	0.015%	0.015%	55	0.345%	0.320%
26	0.015%	0.015%	56	0.385%	0.345%
27	0.015%	0.015%	57	0.430%	0.370%
28	0.015%	0.020%	58	0.475%	0.400%
29	0.015%	0.020%	59	0.525%	0.425%
30	0.015%	0.020%	60	0.575%	0.450%
31	0.015%	0.025%	61	0.630%	0.480%
32	0.015%	0.025%	62	0.690%	0.505%
33	0.015%	0.030%	63	0.755%	0.525%
34	0.015%	0.030%	64	0.880%	0.545%
35	0.020%	0.035%	65+	0.000%	0.000%
36	0.020%	0.040%			
37	0.025%	0.045%			
38	0.030%	0.050%			
39	0.035%	0.060%			
40	0.040%	0.065%			
41	0.045%	0.075%			
42	0.050%	0.085%			
43	0.060%	0.095%			
44	0.070%	0.110%			

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Schedule SB, Part V—Summary of Plan Provisions

Status of the Plan	Effective December 31, 2011, closed to new entrants except for certain Union groups Effective December 31, 2013, the plan will be frozen except for participants of certain union groups																
Participation	The first day of the month following the attainment of age 21 and one year of eligibility service																
Normal Retirement																	
Eligibility	Age 65 and three years of Vesting Service																
Benefit	Initial Account Balance plus Pay Credits (credited at the end of each plan year) based on years of Vesting Service at the beginning of each plan year as shown below, increased with Interest Credits each year: <table><tr><th>Vesting Service</th><th>Pay Credits</th></tr><tr><td>0–2</td><td>2.0%</td></tr><tr><td>3–4</td><td>2.5%</td></tr><tr><td>5–9</td><td>3.0%</td></tr><tr><td>10–14</td><td>4.0%</td></tr><tr><td>15–19</td><td>5.0%</td></tr><tr><td>20–24</td><td>6.0%</td></tr><tr><td>25+</td><td>8.0%</td></tr></table>	Vesting Service	Pay Credits	0–2	2.0%	3–4	2.5%	5–9	3.0%	10–14	4.0%	15–19	5.0%	20–24	6.0%	25+	8.0%
Vesting Service	Pay Credits																
0–2	2.0%																
3–4	2.5%																
5–9	3.0%																
10–14	4.0%																
15–19	5.0%																
20–24	6.0%																
25+	8.0%																
	Participants who had attained age 55 and 10 years of Vesting Service as of January 1, 2002 will receive the greater of the prior plan and the cash balance plan payable as an annuity upon termination.																
Late Retirement																	
Eligibility	Over age 65 and three years of Vesting Service																
Benefit	Account Balance at late retirement																
Vested Termination																	
Eligibility	Three years of Vesting Service																
Benefit	Account Balance upon vested termination																
Disability																	
Eligibility	Termination due to total disability																

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Benefit	Account Balance upon reaching normal retirement age; Vesting Service, Pay Credits, and Interest Credits continue to accrue after termination.
Preretirement Death Eligibility	Three years of Vesting Service
Benefit	Account Balance payable to beneficiary at date of death
Forms of Payment	Lump sum, annuity options
Definitions	
Interest Credits	30-year Treasury rate for the previous November (minimum: 5.25%) credited at the end of each calendar quarter
Account Balance	Initial Account Balance plus pay and interest credits to the date of separation
Plan Compensation	W-2 Box 1 wages + Section 401(k) deferrals + Section 125 deferrals
Vesting Service	One year for each plan year in which the employee has at least 1,000 hours

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Legacy May Participants

Participation The first day of the calendar quarter following the attainment of age 21 and one year of eligibility service

Normal Retirement

Eligibility Age 65

Benefit Active participants as of August 1, 2005 will receive a FAP update. As of January 1, 2005, their accrued benefit will be the greater of the benefit accrued to date and 0.7% of Average Pay (2000-2004) x Credited Service before 1/1/2005, plus 0.6% of Average Pay (2000-2004) above Average SSWB for 2005 x Credited Service before 1/1/2005.

For Service on or after 1/1/2005

For years eligible for early, normal or deferred retirement:
0.9% of Pay plus
0.6% of Pay above Average SSWB

or

For years not eligible for any form of retirement:
0.7% of Pay, plus
0.6% Pay above Average SSWB

Early Retirement

Eligibility Over age 55 and five years of Vesting Service

Benefit Normal retirement benefit reduced by 7.2% per year (0.6% per month) between ages 60 and 65 and 3.6% per year (0.3% per month) between ages 55 and 60.

Vested Termination

Eligibility Five years of Vesting Service

Benefit Normal retirement benefit payable at age 65

Disability

Eligibility Five years of Vesting Service

Benefit Normal retirement benefit payable at age 65

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Preretirement Death

Eligibility

Five years of Vesting Service

Benefit

50% Joint & Survivor payable to spouse

Forms of Payment

Lump sum, annuity options

Definitions

Plan Compensation

W-2 Box 1 wages + Section 401(k) deferrals + Section 125 deferrals

Vesting Service

Elapsed time.

Other Legacy Formulas (Former
Subsidiary Participants)

There are no active participants accruing benefits under these formulas. The remaining inactive participants are included in the valuation based on benefits determined under their respective plan provisions.

Administrative Expenses

The following expenses are paid out of the plan assets:
PBGC premiums, administrative services, and investment services.

Changes in Plan Provisions Since the Prior Year

Effective December 31, 2013, the plan will be frozen except for participants of certain union groups.

There was an update to the mortality and interest rates for determining minimum lump sum payments under IRC 417(e)(3) to the applicable rates for the current plan year.

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)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Schedule SB, line 26—Schedule of Active Participant Data

**Schedule SB, Line 26—Schedule of Active Participant Data
As of January 1, 2013**

**Macy's Inc. Cash Account Pension Plan
Schedule of All Active Participants
January 1, 2013**

EIN: 13-332405 PN: 012

Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	113	3,389	504							
	\$6,087	\$18,008	\$21,926							
	\$0	\$568	\$1,594							
25-29	120	5,424	3,508	195	1					
	\$5,289	\$24,520	\$33,442	\$32,699						
	\$2	\$1,027	\$3,943	\$8,086						
30-34	160	3,172	3,232	1,566	141					
	\$5,699	\$26,452	\$40,206	\$45,443	\$46,807					
	\$7	\$1,144	\$5,461	\$13,479	\$20,654					
35-39	138	2,282	2,263	1,624	956	67				
	\$4,951	\$27,286	\$39,165	\$50,493	\$56,951	\$64,997				
	\$0	\$1,165	\$5,523	\$16,867	\$29,024	\$41,955				
40-44	168	2,439	2,283	1,632	1,395	744	105	2		
	\$6,284	\$26,448	\$37,062	\$45,552	\$61,804	\$69,454	\$56,659			
	\$0	\$1,154	\$5,340	\$15,098	\$33,073	\$51,493	\$54,896			
45-49	184	2,628	2,735	1,838	1,382	1,171	847	132		
	\$5,244	\$24,668	\$33,628	\$40,544	\$52,841	\$68,503	\$70,097	\$59,362		
	\$0	\$1,088	\$4,968	\$14,098	\$29,339	\$53,210	\$70,960	\$72,366		
50-54	166	2,765	2,938	2,148	1,574	1,132	1,104	807	172	
	\$6,290	\$23,831	\$29,730	\$36,132	\$44,739	\$56,486	\$70,772	\$67,079	\$60,608	
	\$0	\$1,089	\$4,347	\$12,768	\$27,105	\$45,799	\$75,620	\$89,262	\$111,142	
55-59	123	2,563	2,880	2,238	1,700	1,051	821	795	596	100
	\$5,431	\$22,165	\$27,917	\$32,028	\$38,375	\$45,362	\$61,086	\$63,909	\$60,881	\$61,937
	\$3	\$999	\$4,184	\$12,171	\$24,818	\$39,014	\$69,972	\$95,754	\$107,457	\$132,349
60-64	108	1,778	2,336	2,037	1,485	974	698	486	444	253
	\$5,815	\$19,082	\$24,645	\$27,510	\$33,092	\$40,118	\$47,349	\$54,942	\$65,477	\$57,008
	\$4	\$940	\$3,853	\$11,165	\$23,305	\$39,826	\$62,762	\$86,500	\$137,075	\$135,989
65-69	37	892	1,322	1,199	910	623	398	262	166	141
	\$4,998	\$16,669	\$21,409	\$23,541	\$27,933	\$30,804	\$34,167	\$37,138	\$45,594	\$49,470
	\$0	\$855	\$3,611	\$9,623	\$21,346	\$36,719	\$53,673	\$69,688	\$104,756	\$134,140
70+	32	504	907	969	779	543	314	233	139	167
	\$7,539	\$13,461	\$16,258	\$17,871	\$22,058	\$24,126	\$24,863	\$27,033	\$32,785	\$31,278
	\$205	\$767	\$2,908	\$7,818	\$18,457	\$30,960	\$43,689	\$71,455	\$102,913	\$90,095

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Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$164,147,489	January 1, 2013	7	\$27,394,916

Schedule SB Attachment (Form 5500)—2013 Plan Year
Macy's, Inc. Cash Account Pension Plan
EIN: 13-3324058 PN:012

Schedule SB, line 26—Schedule of Active Participant Data

**Schedule SB, Line 26—Schedule of Active Participant Data
As of January 1, 2013**

**Macy's Inc. Cash Account Pension Plan
Schedule of All Active Participants
January 1, 2013**

EIN: 13-332405 PN: 012

Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	113	3,389	504							
	\$6,087	\$18,008	\$21,926							
	\$0	\$568	\$1,594							
25-29	120	5,424	3,508	195	1					
	\$5,289	\$24,520	\$33,442	\$32,699						
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	\$4,951	\$27,286	\$39,165	\$50,493	\$56,951	\$64,997				
	\$0	\$1,165	\$5,523	\$16,867	\$29,024	\$41,955				
40-44	168	2,439	2,283	1,632	1,395	744	105	2		
	\$6,284	\$26,448	\$37,062	\$45,552	\$61,804	\$69,454	\$56,659			
	\$0	\$1,154	\$5,340	\$15,098	\$33,073	\$51,493	\$54,896			
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	\$5,244	\$24,668	\$33,628	\$40,544	\$52,841	\$68,503	\$70,097	\$59,362		
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	\$6,290	\$23,831	\$29,730	\$36,132	\$44,739	\$56,486	\$70,772	\$67,079	\$60,608	
	\$0	\$1,089	\$4,347	\$12,768	\$27,105	\$45,799	\$75,620	\$89,262	\$111,142	
55-59	123	2,563	2,880	2,238	1,700	1,051	821	795	596	100
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60-64	108	1,778	2,336	2,037	1,485	974	698	486	444	253
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	\$4	\$940	\$3,853	\$11,165	\$23,305	\$39,826	\$62,762	\$86,500	\$137,075	\$135,989
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	\$4,998	\$16,669	\$21,409	\$23,541	\$27,933	\$30,804	\$34,167	\$37,138	\$45,594	\$49,470
	\$0	\$855	\$3,611	\$9,623	\$21,346	\$36,719	\$53,673	\$69,688	\$104,756	\$134,140
70+	32	504	907	969	779	543	314	233	139	167
	\$7,539	\$13,461	\$16,258	\$17,871	\$22,058	\$24,126	\$24,863	\$27,033	\$32,785	\$31,278
	\$205	\$767	\$2,908	\$7,818	\$18,457	\$30,960	\$43,689	\$71,455	\$102,913	\$90,095

N-95349

MACY'S, INC.
CASH ACCOUNT PENSION PLAN

Financial Statements

December 31, 2013 and 2012

With Independent Auditors' Report Thereon

**MACY'S INC.
CASH ACCOUNT PENSION PLAN**

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Statements of Changes in Net Assets Available for Benefits - Years Ended December 31, 2013 and 2012	4
Notes to Financial Statements	5-17

All schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because all investments are held in a master trust or because there is no other information to report.



KPMG LLP
Suite 3400
312 Walnut Street
Cincinnati, OH 45202

Independent Auditors' Report

The Pension and Profit Sharing Committee
Macy's, Inc.:

Report on the Financial Statements

We have audited the accompanying financial statements of the Macy's, Inc. Cash Account Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with generally accepted accounting principles in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2013 and 2012, and the changes in its financial status for the years then ended, in accordance with generally accepted accounting principles in the United States of America.

KPMG LLP

Cincinnati, Ohio
September 29, 2014

MACY'S, INC.
CASH ACCOUNT PENSION PLAN

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012
(in thousands)

	<u>2013</u>	<u>2012</u>
Net participation in Master Trust (note 4).....	\$ 3,609,740	\$ 3,178,094
Employer contribution receivable.....	—	150,000
Net assets available for benefits	<u>\$ 3,609,740</u>	<u>\$ 3,328,094</u>

The accompanying notes are an integral part of these financial statements.

MACY'S, INC.
CASH ACCOUNT PENSION PLAN

Statements of Changes in Net Assets Available for Benefits
Years ended December 31, 2013 and 2012
(in thousands)

	<u>2013</u>	<u>2012</u>
Net investment income from Master Trust investments (note 4).....	\$ 518,776	\$ 421,798
Employer contributions (note 3)	—	150,000
Benefits paid	(222,016)	(206,212)
Administrative expenses	(15,114)	(14,164)
Net increase in net assets available for benefits.....	<u>281,646</u>	<u>351,422</u>
Net assets available for benefits:		
Beginning of year.....	3,328,094	2,976,672
End of year	<u>\$ 3,609,740</u>	<u>\$ 3,328,094</u>

The accompanying notes are an integral part of these financial statements.

MACY'S, INC.
CASH ACCOUNT PENSION PLAN

Notes to Financial Statements
December 31, 2013 and 2012

1. Description of the Plan

The following brief description of the Macy's, Inc. Cash Account Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

a. General

The Plan is a non-contributory defined benefit pension plan sponsored and administered by Macy's, Inc. (the "Company" or "Plan Sponsor") that covers substantially all employees of the Company that have completed eligibility requirements prior to January 1, 2012. The Plan was adopted in 1984 and since establishment has been amended on numerous occasions to comply with various requirements of the Employee Retirement Income Security Act of 1974 ("ERISA") and U.S. tax law as well as to merge certain other Company approved defined benefit plans into the Plan.

Effective January 1, 2012, the Plan was closed to new participants, with limited exceptions. Effective December 31, 2013, participants in the Plan will no longer earn future pension service credits, with limited exceptions. All retirement benefits attributable to service in subsequent periods will be provided by the Company through defined contribution plans.

Effective January 1, 1997, the Plan was amended and converted to a cash balance program. Amounts credited to the participants' cash balance accounts at January 1, 1997 consisted of opening cash balances equal to the single sum present value, using stated actuarial assumptions, of the participants' accrued normal retirement benefits earned through December 31, 1996 under the former plans.

Effective July 31, 2006, the Company merged the May Department Stores Company Retirement Plan and the Federated Department Stores, Inc. Former Subsidiary Pension Plan, both of which were sponsored by the Company, into the Plan. The merger of the May Department Stores Company Retirement Plan and the Federated Department Stores, Inc. Former Subsidiary Pension Plan into the Plan did not impact benefit accruals.

b. Eligibility and Vesting

Prior to January 1, 2012, employees were generally eligible for participation in the Plan after one year of service of at least 1,000 hours and after reaching a minimum age of 21. However, no new participants (or rehires) have entered the Plan on or after January 1, 2012. Exceptions include certain associates covered by a collective bargaining unit and previous plan participants who rehire within the same calendar year of their termination.

A participant generally becomes fully vested in the Plan upon completing three years of vesting service with the Company.

c. Pension Benefits

Pension benefits are maintained in separate bookkeeping accounts for each participant. Plan assets are not allocated to individual participants. Plan assets are commingled to pay the benefits of all Plan participants.

Pension benefits for certain employees include an initial balance based on the single sum value of the December 31, 1996 accrued benefit under the Company's former plans, pay credits for plan years beginning on or after January 1, 1997, and quarterly interest credits.

The initial cash balance was actuarially calculated by applying the December 31, 1996 accrued benefit under the prior plans to actuarial factors set forth in the Plan. Such actuarial factors depended on the participant's age and the prior pension plan or plans in which the benefit was earned.

MACY'S, INC.
CASH ACCOUNT PENSION PLAN
Notes to Financial Statements - Continued
December 31, 2013 and 2012

For each Plan year in which certain participants are credited with at least 1,000 hours of service, each eligible participant's account will be credited with a pay credit equal to a percentage of their eligible compensation (subject to certain limitations) based on the following schedule:

Years of vesting service at the start of the plan year	Percent of pay
less than 3	2.0%
3 - 4	2.5%
5 - 9	3.0%
10 - 14	4.0%
15 - 19	5.0%
20 - 24	6.0%
25+	8.0%

Effective December 31, 2013, participants in the Plan will no longer earn future pension service credits, with limited exceptions.

An interest credit will also be added to each participant's account at the end of each calendar quarter, until benefit payments have commenced. The interest rate for each Plan year is based on the rate quoted for 30-year U.S. Treasury bonds for the November preceding the start of such year. The minimum interest credit rate is 5.25%. The interest credit rate for the 2013 and 2012 Plan years was 5.25%.

The Plan contains special minimum benefit guarantees for all participants who participated in one of the Company's prior tax-qualified pension plans on or before December 31, 1996. The value of any benefit to which the participant is entitled under the Plan cannot be less (as determined under actuarial factors set forth in the Plan) than the value of the benefit that would have been paid had termination occurred no later than December 31, 1996. In addition, for any active participant on December 31, 1996 who retires (or had retired) after reaching age 55 with at least 10 years of vesting service prior to December 21, 2001, annuity benefit payments, other than single life annuity benefits, cannot be less than annuity benefits would have been if the participant's 1996 pension plan benefit formula had continued in effect.

Pension benefits for certain participants of the former May Department Stores Company Retirement Plan and the Federated Department Stores, Inc. Former Subsidiary Pension Plan generally continue to be calculated under their applicable benefit formulas and are primarily based on years of credited service and career pay. The Plan contains special minimum benefit guarantees for participants of the former May Department Stores Company Retirement Plan.

Benefits under the Plan can be paid in a lump sum or in a variety of annuity forms. However, if the participant's pension benefit is \$1,000 or less, it will be distributed to the participant in a lump sum.

MACY'S, INC.
CASH ACCOUNT PENSION PLAN
Notes to Financial Statements - Continued
December 31, 2013 and 2012

d. Death and Disability Benefits

If a participant dies prior to receiving a retirement benefit, the benefit becomes payable to the participant's beneficiary under the Plan. If the participant's beneficiary is the surviving spouse, the Plan provides that the benefit payment will be a single life annuity beginning as of the first day of the month following the later of the date the participant would have attained normal retirement age had the participant survived or the date of death. However, the surviving spouse may elect to begin payment of the benefit as of any earlier first day of a month which follows both the participant's death and such election and/or to have such benefit payment paid in a lump sum. If the participant's beneficiary is either a named beneficiary other than the surviving spouse or the participant's estate, then such benefit will generally be paid in a lump sum as soon as administratively practical after the participant's death.

Active participants who become totally disabled (and are approved for total disability by the Pension and Profit Sharing Committee) continue to earn pay credits under the Plan until retirement benefits commence or the participant reaches the normal retirement age, whichever occurs first. For purposes of earning additional pay credits, participants receive credit for a year of vesting service for each full calendar year included in the period from total disability to the date that retirement benefits commence, and the pay for each such full year is deemed to be equal to the amount of pay taken into account under the Plan for the last full calendar year of employment. Interest credits are earned until retirement benefits commence.

2. Summary of Significant Accounting Policies

a. Master Trust

The Plan participates in the Macy's, Inc. Defined Benefit Plans Master Trust ("Master Trust") Agreement with JP Morgan Chase N.A. (the "Trustee"). Under the terms of the Master Trust, the Trustee serves as the custodian for the Master Trust. At December 31, 2013, the Master Trust holds the assets of the Plan and the Broadway Stores, Inc. Pension Plan for Participating Concessionaires, both of which are sponsored by the Company. The Macy's, Inc. Pension and Profit Sharing Committee and the Trustee select a diversified group of investment managers who determine purchases and sales of investments for the respective portions of the assets in the Master Trust managed by them. In addition, investment managers may enter into certain derivative financial instruments within the guidelines of the Plan's investment policy in order to meet the Plan's primary investment objectives of payment of benefit obligations to Plan participants and an ultimate realization of investment returns over longer periods in excess of inflation. Derivative investments of the Master Trust may include the following types of financial instrument contracts: interest rate, foreign exchange, equity, commodity, credit, agency mortgage forward and other types of contracts.

b. Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

c. Investment Valuation and Income Recognition

The fair value of the Plan's participation in the Master Trust, as certified by the Trustee, is based on the beginning of year value of the Plan's participation in the Master Trust plus allocated investment income or loss and actual contributions, less actual distributions and allocated administrative expenses (Note 4).

Investments are reported at fair value. Fair value is 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. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses on the sale of securities are reported on the average cost method.

MACY'S, INC.
CASH ACCOUNT PENSION PLAN
Notes to Financial Statements - Continued
December 31, 2013 and 2012

The Plan provides for investments in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, overall market volatility, political, currency and regulatory risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Money market funds include highly liquid fixed-income securities with a maturity of three months or less.

Dividend income is recorded on the ex-dividend date. Interest and other income from investments are recorded as earned on an accrual basis.

d. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, that are attributable under the Plan's provisions to the service participants have rendered. Accumulated plan benefits include benefits expected to be paid to (a) active participants (b) retired participants and (c) terminated vested participants. Benefits payable are included, to the extent they are deemed attributable to participant service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary and is that amount that results from 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 death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

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.

e. Payment of Benefits

Benefit payments to participants are recorded upon distribution.

f. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

g. Subsequent Events

The Plan has evaluated subsequent events through September 29, 2014, the date the financial statements were available to be issued.

h. New Authoritative Guidance

The Plan does not anticipate that the adoption of recent accounting pronouncements will have a material impact on the Plan's financial statements.

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3. Obligation for Pension Benefits

The Company contributes amounts to the Plan as deemed necessary on an actuarially determined basis to provide the Plan with assets sufficient to meet the anticipated benefits to be paid to participants and in accordance with ERISA. The contributions are calculated using the standard unit credit method. These amounts fall between the minimum and maximum contributions allowed under the provisions of the Internal Revenue Code and ERISA. For the 2013 and 2012 Plan years, the Plan's funding was impacted by the Pension Protection act of 2006. No pension contributions were required for the 2012 or 2013 Plan years, and pension contributions of \$150,000,000 were made for the 2012 Plan year. For the 2012 and 2013 Plan years, the Plan required quarterly contributions, which were fulfilled by funding credits resulting from previous contributions.

The calculation of the present value of accumulated plan benefits was made by a third party actuary. Significant assumptions underlying the actuarial computations as of December 31, 2013 and 2012 include: (a) mortality rates based on the RP2000CH Table projected using Scale AA; (b) withdrawal and retirement rates based on years of service and an age-graded scale; and (c) interest rate of 7.50% compounded annually at December 31, 2013 and 2012.

The actuarial present value of accumulated plan benefits at December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
	(in thousands)	
Vested benefits:		
Participants currently receiving payments.....	\$ 717,923	\$ 711,365
Other participants	1,941,746	1,838,410
	<u>2,659,669</u>	<u>2,549,775</u>
Nonvested benefits.....	40,282	50,412
Total actuarial present value of accumulated plan benefits.....	<u>\$ 2,699,951</u>	<u>\$ 2,600,187</u>

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The changes in the actuarial present value of accumulated plan benefits for the years ended December 31, 2013 and 2012 are as follows:

	<u>2013</u>	<u>2012</u>
	(in thousands)	
Actuarial present value of accumulated plan benefits at beginning of year	\$ 2,600,187	\$ 2,381,242
Increase (decrease) during the year attributable to:		
Benefits accumulated.....	107,998	102,719
Benefits paid.....	(222,016)	(206,212)
Interest.....	186,767	182,570
Actuarial loss.....	7,867	18,875
Assumption changes.....	19,148	120,993
Net increase.....	<u>99,764</u>	<u>218,945</u>
Actuarial present value of accumulated plan benefits at end of year.....	<u>\$ 2,699,951</u>	<u>\$ 2,600,187</u>

4. Investments

All of the Plan's investments are included in the Master Trust. The assets of the Master Trust are held by the Trustee. Each participating plan has an undivided interest in the Master Trust. At December 31, 2013 and 2012, the Plan's interest in the net assets of the Master Trust was approximately 99.9%. Investment income or loss and administrative expenses relating to the Master Trust are allocated to the individual plans based upon monthly balances invested by each plan.

The Plan's investment managers may execute transactions in various financial instruments that may give rise to varying degrees of off-balance sheet market and credit risk, including derivatives. Derivatives are instruments that derive their value from underlying asset prices, indices, reference rates and other inputs, or a combination of these factors. Derivatives may be privately negotiated contracts, which are usually referred to as over-the-counter (OTC) derivatives, or they may be listed and traded on a exchange (exchange-traded). The Plan may enter into various types of derivatives, including:

- *Futures and Forwards:* Contracts that commit counterparties to purchase or sell financial instruments, commodities or currencies in the future.
- *Swaps:* Contracts that require counterparties to exchange cash flows such as currency or interest payment streams. The amounts exchanged are based on the specific terms of the contract with reference to specified rates, financial instruments, commodities, currencies or indices.
- *Options:* Contracts in which the option purchaser has the right, but not the obligation, to purchase from or sell to the option writer financial instruments, commodities or currencies within a defined time period for a specified price.

Market risk includes risk that arises from the potential for changes in value of financial instruments resulting from fluctuations in interest and foreign exchange rates and in prices of debt and equity securities. In many cases, these financial instruments serve to reduce, rather than increase, the Plan's exposure to losses from market or other risks. In addition, the measurement of market risk is meaningful only when all related and offsetting transactions are identified. The investment managers may limit the Plan's market risk by holding or purchasing offsetting positions.

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As a writer of options contracts, the Plan may receive a premium to become obligated to buy or sell financial instruments for a period of time at the holder's option. During this period, the Plan would bear the risk of an unfavorable change in the market value of the financial instrument underlying the option, but would have no credit risk, as the counterparty has no performance obligation to the Plan once it has paid its cash premium.

The Plan may be subject to credit risk of counterparty nonperformance on derivative contracts in a gain position, except for written options, which obligate the Plan to perform and do not give rise to any counterparty credit risk.

Investments including equity securities and fixed income securities are reported at fair value as determined by quoted market prices on an active market, where applicable. Certain debt instruments are valued based on yields currently available on comparable securities of issuers with similar credit ratings. The fair value of money market funds, other types of investments including real estate, hedge funds and private equity, and other derivative contracts represents the net asset value of shares or underlying assets of the investment as a practical expedient to estimate fair value. Real estate investments are valued using appraisals conducted by experts at least once per year on each property, and those appraisals are certified by independent appraisal consulting firms. Derivatives which are traded over the counter are valued using dealer supplied valuations and certain other derivatives are valued on the basis of valuations received from the counterparty. Derivatives are presented on a gross basis in the disclosure of fair values of investments of the Master Trust.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with 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.

As of December 31, 2013 and 2012, the Master Trust had approximately \$2,649,484,000 and \$2,272,707,000, respectively, of investments for which the Plan has concluded that the net asset value reported by the underlying fund approximates the fair value of the investment. These investments are redeemable with the fund at net asset value under the original terms of the partnership agreements and/or subscription agreements and operations of the underlying funds. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the net asset value of the funds and, consequently, the fair value of the Plan's interests in the funds. There are generally no redemption restrictions or unfunded commitments related to the Master Trust's money market funds, equity securities or fixed income securities. Certain of the Master Trust's real estate investments are subject to lock-up periods ranging from three to eleven years with no redemption provisions and certain other real estate investments are subject to quarterly redemption restrictions. The Master Trust has unfunded real estate commitments at December 31, 2013 of approximately \$30,250,000. The Master Trust's hedge fund investments are subject to redemption restrictions of twice per year and the Master Trust has no unfunded hedge fund commitments at December 31, 2013. The Master Trust's private equity investments are subject to lock-up periods ranging from one to thirteen years with no redemption provisions and the Master Trust has unfunded private equity commitments at December 31, 2013 of approximately \$121,870,000. Furthermore, changes to the liquidity provisions of certain of these funds may significantly impact the fair value of the Plan's interest in the funds.

Although a secondary market exists for certain of these investments, it is not active and individual transactions are typically not observable. When transactions occur in this limited secondary market, they may occur at discounts to the reported net asset value. Therefore, if the redemption rights in the funds were restricted or eliminated and the Plan were to sell these investments in the secondary market, it is reasonably possible that a buyer in the secondary market may require a discount to the reported net asset value, and the discount could be significant. However, the Plan does not anticipate selling any of these investments in such a secondary market.

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The following table presents the fair values of investments and total net assets for the Master Trust at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
	(in thousands)	
Investments:		
Money market funds.....	\$ 445,450	\$ 162,657
Equity securities:		
U.S.....	849,422	766,540
International	783,320	719,402
Fixed income securities:		
U.S. Treasury bonds.....	127,435	149,342
Other government bonds.....	28,539	31,764
Agency backed bonds	6,682	5,963
Corporate bonds	340,841	337,727
Mortgage-backed securities	75,472	89,634
Asset-backed securities	22,046	23,999
Pooled funds.....	299,888	302,927
Other types of investments:		
Real estate	285,847	279,537
Hedge funds	165,506	151,380
Private equity	173,612	161,163
Derivatives in a positive position.....	30,848	22,694
Derivatives in a negative position.....	(5,515)	(14,670)
Total investments.....	<u>3,629,393</u>	<u>3,190,059</u>
Non interest bearing cash.....	7,234	617
Receivables:		
Due from broker for securities sold.....	77,091	48,706
Other receivables	6,527	6,477
Total receivables.....	<u>83,618</u>	<u>55,183</u>
Total assets	<u>3,720,245</u>	<u>3,245,859</u>
Payables:		
Due to broker for securities purchased.....	(103,381)	(60,576)
Other liabilities	(4,677)	(5,013)
Total liabilities.....	<u>(108,058)</u>	<u>(65,589)</u>
Net assets.....	<u>\$ 3,612,187</u>	<u>\$ 3,180,270</u>

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Notes to Financial Statements - Continued
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Net investment income (loss), including realized and unrealized appreciation (depreciation), for the Master Trust for the years ended December 31, 2013 and 2012 is as follows:

	<u>2013</u>	<u>2012</u>
	(in thousands)	
Net appreciation (depreciation) in fair value of investments:		
Money market funds.....	\$ —	\$ —
Equity securities:		
U.S.....	266,521	134,547
International	116,222	106,045
Fixed income securities:		
U.S. Treasury bonds	(12,888)	(467)
Other government bonds	(4,382)	4,209
Agency backed bonds.....	(468)	172
Corporate bonds	(16,808)	25,522
Mortgage-backed securities.....	(4,198)	1,181
Asset-backed securities	268	930
Pooled funds.....	(11,692)	32,347
Other types of investments:		
Real estate	23,940	16,012
Hedge funds.....	14,126	10,719
Private equity.....	19,180	8,601
Derivatives	1,480	986
Net appreciation in fair value of investments.....	<u>391,301</u>	<u>340,804</u>
Interest	118,181	72,813
Dividends	14,077	11,144
Other	16,675	17,277
Total investment income.....	<u>540,234</u>	<u>442,038</u>
Investment manager expenses	<u>(21,113)</u>	<u>(19,954)</u>
Net investment income.....	<u>\$ 519,121</u>	<u>\$ 422,084</u>

ASC Topic 820 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and requires additional disclosures about fair value measurements. The ASC Topic 820 fair value hierarchy consists of three levels: Level 1 fair values are valuations based on quoted market prices in active markets for identical assets or liabilities that the Plan has the ability to access; Level 2 fair values are those valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities; and Level 3 fair values are valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

For the years ended December 31, 2013 and 2012, there were no significant transfers in or out of levels 1, 2 or 3 investments.

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The investments of the Plan that are measured at fair value on a recurring basis as of December 31, 2013 and 2012, and their level within the fair value hierarchy, are as follows:

		Fair Value Measurements		
	Total Balance as of December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
Money market funds	\$ 445,450	\$ —	\$ 445,450	\$ —
Equity securities:				
U.S.	849,422	353,561	495,861	—
International.....	783,320	—	783,320	—
Fixed income securities:				
U.S. Treasury bonds	127,435	—	127,435	—
Other government bonds	28,539	—	28,539	—
Agency backed bonds.....	6,682	—	6,682	—
Corporate bonds.....	340,841	—	340,841	—
Mortgage-backed securities.....	75,472	—	75,472	—
Asset-backed securities	22,046	—	22,046	—
Pooled funds	299,888	—	299,888	—
Other types of investments:				
Real estate.....	285,847	—	—	285,847
Hedge funds.....	165,506	—	—	165,506
Private equity	173,612	—	—	173,612
Derivatives in a positive position	30,848	21	30,827	—
Derivatives in a negative position	(5,515)	(53)	(5,462)	—
	<u>\$ 3,629,393</u>	<u>\$ 353,529</u>	<u>\$ 2,650,899</u>	<u>\$ 624,965</u>

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		Fair Value Measurements		
		Total Balance as of December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)
				Significant Unobservable Inputs (Level 3)
			(in thousands)	
Money market funds	\$	162,657	\$ —	\$ 162,657
Equity securities:				
U.S.		766,540	270,899	495,641
International		719,402	—	719,402
Fixed income securities:				
U.S. Treasury bonds		149,342	—	149,342
Other government bonds		31,764	—	31,764
Agency backed bonds		5,963	—	5,963
Corporate bonds		337,727	—	337,727
Mortgage-backed securities		89,634	—	89,634
Asset-backed securities		23,999	—	23,999
Pooled funds		302,927	—	302,927
Other types of investments:				
Real estate		279,537	—	—
Hedge funds		151,380	—	—
Private equity		161,163	—	—
Derivatives in a positive position		22,694	66	22,628
Derivatives in a negative position		(14,670)	(34)	(14,636)
	\$	3,190,059	\$ 270,931	\$ 2,327,048
				\$ 592,080

The following tables set forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2013 and 2012:

Year Ended December 31, 2013	Real Estate	Hedge Funds	Private Equity
	(in thousands)		
Balance, beginning of year	\$ 279,537	\$ 151,380	\$ 161,163
Actual gain on plan assets:			
Relating to assets still held at the reporting date	9,642	14,126	3,933
Relating to assets sold during the period	14,298	—	15,247
Purchases	55,522	—	17,071
Sales	(73,152)	—	(23,802)
Balance, end of year	\$ 285,847	\$ 165,506	\$ 173,612

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Year Ended December 31, 2012	Real Estate	Hedge Funds	Private Equity
		(in thousands)	
Balance, beginning of year	\$ 227,572	\$ 140,661	\$ 162,045
Actual gain (loss) on plan assets:			
Relating to assets still held at the reporting date	15,418	10,719	(8,008)
Relating to assets sold during the period	594	—	16,609
Purchases	43,003	—	17,979
Sales	(7,050)	—	(27,462)
Balance, end of year	<u>\$ 279,537</u>	<u>\$ 151,380</u>	<u>\$ 161,163</u>

The following presents investments in the Master Trust as of December 31, 2013 and 2012 that represent 5% or more of the Master Trust's net assets in either year:

	<u>2013</u>	<u>2012</u>
	(in thousands)	
EB DV International Stock Index Fund of The Bank of New York Mellon	\$ 261,701	\$ 259,352
EB DV Stock Index Fund of The Bank of New York Mellon	293,605	245,830
JPM Prime Money Market Fund	311,878	-
PIMCO StocksPLUS, L.P.	202,256	225,455
JPMCB International Equity Fund	183,545	-

5. Plan Termination

While the Company has not expressed any intent to terminate the Plan or to discontinue contributions, it has the right to do so at any time, subject to the provisions set forth in ERISA. Should the Plan be terminated at some future date, all participants will become 100% vested in benefits earned as of the termination date.

If the termination is the result of the bankruptcy or near bankruptcy of the Company and the Plan's assets are not adequate to pay all benefits vested prior to the termination, the Pension Benefit Guaranty Corporation (the "PBGC") will take over the Plan and will pay those benefits which it guarantees. In this case, some participants may receive a smaller benefit than if the Plan had continued. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits (as described in the Plan document) and the level of benefits guaranteed by the PBGC at that time.

If however, the Plan is terminated for any reason other than the bankruptcy or near bankruptcy of the Company and the Plan has insufficient assets, the Company will be required to pay to the Plan an amount which together with Plan assets will satisfy all benefits accumulated to the date of the Plan termination.

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6. Federal Income Taxes

The Plan obtained its latest determination letter on March 8, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. While the Plan has been amended since receiving such determination letter, the Plan Sponsor and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. However, in the ordinary course of investing the Plan does pay a negligible amount of excise tax on unrelated business taxable income.

Accounting principles generally accepted in the United States of America require Plan Sponsor to evaluate tax positions taken by the Plan. The financial statement effects are recognized when the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The Plan Sponsor has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain tax positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes the Plan is no longer subject to income tax examinations for years prior to 2010.

7. Administrative Expenses

The Plan pays reasonable and necessary expenses incurred for the ongoing administration of the Plan. Administrative expenses are paid directly by the Plan or the Master Trust or are first paid by the Plan Sponsor and subsequently reimbursed by the Plan or the Master Trust.

8. Related Parties

Certain Master Trust investments are units of the JPMCB International Equity Fund, Prime Money Market Fund and various private equity funds. JP Morgan Chase N.A is the Trustee of The Plan and, therefore, these transactions qualify as party-in-interest transactions. In addition, the Master Trust paid the Trustee approximately \$391,000 and \$362,000 in administrative expenses, principally Trustee fees, in 2013 and 2012, respectively. In addition to expenses incurred by third party service providers, administrative expenses include an allocable portion of services provided by the Plan Sponsor and salaries and benefits of associates who provide services to the plans included in the Master Trust. The Master Trust was allocated approximately \$2,579,000 and \$2,568,000 of Plan Sponsor administrative expense in 2013 and 2012, respectively.

9. 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 changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest 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.