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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/2006

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SUPERMEDIA INC.

P.O. BOX 619810
2200 WEST AIRFIELD DRIVE
DFW AIRPORT, TX 75261

2b Employer Identification Number (EIN)
20-5095175

2c Sponsor's telephone number
972-453-7000

2d Business code (see instructions)
511190

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.	10/14/2014	FILED WITH AN AUTHORIZED SIGNATURE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

EMPLOYEE BENEFITS COMMITTEE

3b Administrator's EIN
20-5095175

3c Administrator's telephone number
972-453-7000

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**	3132
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**	1153
b	Retired or separated participants receiving benefits	**6b**	747
c	Other retired or separated participants entitled to future benefits	**6c**	912
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2812
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	81
f	Total. Add lines **6d** and **6e**.	**6f**	2893
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1C 1I 3H

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

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
SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
SUPERMEDIA INC.

D Employer Identification Number (EIN)
20-5095175

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month _____ Day _____ Year _____			
2	Assets:			
	a Market value	**2a**		374487367
	b Actuarial value	**2b**		348074028
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	884	99702668
	b For terminated vested participants	**3b**	858	31090342
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		8551101
	(2) Vested benefits	**3c(2)**		126657163
	(3) Total active	**3c(3)**	1390	135208264
	d Total	**3d**	3132	266001274
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**		6.17 %
6	Target normal cost	**6**		1123462

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary — Date: 09/02/2014

MARTIN H. MANS — Type or print name of actuary

14-05812 — Most recent enrollment number

AON CONSULTING, INC. — Firm name

214-989-0000 — Telephone number (including area code)

2711 NORTH HASKELL AVE, 8TH FLOOR
DALLAS, TX 75204

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 6.75 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.85 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	130.85 %
15	Adjusted funding target attainment percentage	15	130.85 %
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	134.22 %
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:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is 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**	1123462
b Excess assets, if applicable, but not greater than line 31a	**31b**	1123462

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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	**B** Three-digit plan number (PN) ▶	
SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
SUPERMEDIA INC.	20-5095175	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

AON CONSULTING INC.

23-2293237

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50	NONE	135986	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST AND YOUNG LLP

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	68122	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HUDSON PILOT

26-4590269

(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 50	NONE	167272	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)

MORGAN STANLEY

23-3060887

(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?
15 28 50	NONE	2039085	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

JP MORGAN RETIREMENT PLAN SERVICES

71-0930784

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	197787	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STATE STREET BANK AND TRUST COMPANY

04-1867445

(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?
25 28 50 56 62 99	NONE	180104	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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
STATE STREET BANK AND TRUST COMPANY	56	0

(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.
SUPERMEDIA, INC. 20-5095175	NON-MONETARY COMPENSATION GIFTS, MEALS, ENTERTAINMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

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
SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SUPERMEDIA INC.

D Employer Identification Number (EIN)
20-5095175

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: SUPERMEDIA INC. MASTER TRUST

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

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)
26-1165152-001	M	293924440

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERMEDIA INC.

D Employer Identification Number (EIN)
20-5095175

Part I Asset and Liability Statement

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	4070698	2299786
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	370436337	293924440
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(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	374507035	296224226
Liabilities			
g Benefit claims payable	1g	3616697	1827239
h Operating payables	1h	19668	34271
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	3636365	1861510
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	370870670	294362716

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)		-16343873
(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		28901
d Total income. Add all **income** amounts in column (b) and enter total	2d		-16314972
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	57270724	
(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)		57270724
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)	204108	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	2584249	
(4) Other	2i(4)	133901	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2922258
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		60192982
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-76507954
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

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

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i		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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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
SUPERMEDIA INC. MASTER TRUST

6b Trust's EIN
261165152

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.

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

A Name of plan
SUPERMEDIA PENSION PLAN FOR MANAGEMENT EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERMEDIA INC.

D Employer Identification Number (EIN)
20-5095175

Part I 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** 0

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): 25-0659306

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** 113

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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**

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.

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: 0% Investment-Grade Debt: 38% High-Yield Debt: 0% Real Estate: 0% Other: 62%

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):

FINANCIAL STATEMENTS

SuperMedia Pension Plan for Management Employees
Years Ended December 31, 2013 and 2012
With Report of Independent Auditors

Ernst & Young LLP

Building a better working world

SuperMedia Pension Plan for Management Employees

Financial Statements

Years Ended December 31, 2013 and 2012

Contents

Report of Independent Auditors....1

Financial Statements

Statements of Net Assets Available for Benefits....3
Statements of Changes in Net Assets Available for Benefits....4
Notes to Financial Statements....5

Ernst & Young LLP
One Victory Park
Suite 2000
2323 Victory Avenue
Dallas, TX 75219

Tel: +1 214 969 8000
Fax: +1 214 969 8587
ey.com

Report of Independent Auditors

Dex Media, Inc.,
The Employee Benefits Committee and
The Asset Management Committee
SuperMedia Pension Plan for Management Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the SuperMedia Pension Plan for Management Employees, 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 conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 6, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the years then ended, stating that the investment information provided to the plan administrator is complete and accurate.

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Building a better working world

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

September 23, 2014

A member firm of Ernst & Young Global Limited

SuperMedia Pension Plan for Management Employees

Statements of Net Assets Available for Benefits

	December 31	
	2013	**2012**
Assets		
Plan interest in SuperMedia Inc. Master Trust, at fair value	**$ 293,924,440**	$ 370,436,337
Cash	**2,299,786**	4,070,698
Total assets	**296,224,226**	374,507,035
Liabilities		
Accrued expenses	**34,271**	19,668
Total liabilities	**34,271**	19,668
Net assets available for benefits	**$ 296,189,955**	$ 374,487,367

See accompanying notes.

SuperMedia Pension Plan for Management Employees

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2013	**2012**
Net additions		
Net investment (loss) gain from Plan interest in SuperMedia Inc. Master Trust	**$ (18,760,850)**	$ 24,693,441
Other income	**28,901**	454,001
Total net additions	**(18,731,949)**	25,147,442
Deductions		
Benefits paid directly to participants	**59,060,182**	45,762,725
Administrative expenses	**505,281**	330,184
Total deductions	**59,565,463**	46,092,909
Net (decrease)	**(78,297,412)**	(20,945,467)
Net assets available for benefits at the beginning of the year	**374,487,367**	395,432,834
Net assets available for benefits at the end of the year	**$ 296,189,955**	$ 374,487,367

See accompanying notes.

SuperMedia Pension Plan for Management Employees

Notes to Financial Statements

December 31, 2013

1. Description of Plan

The following description of the SuperMedia Pension Plan for Management Employees (the Plan) provides general information about the Plan's provisions. On April 30, 2013, SuperMedia Inc. (SuperMedia) merged with Dex One Corporation, with SuperMedia surviving as a wholly-owned subsidiary of Dex Media, Inc. (the Company), the entity resulting from the merger. SuperMedia is the plan sponsor. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

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

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Prior to the merger of SuperMedia and Dex One Corporation, the Employee Benefits Committee of SuperMedia was responsible for the general administration of the Plan, following the merger, the Employee Benefits Committee and the Asset Management Committee of Dex Media, Inc. (collectively the Committee) administers the Plan.

Pension Benefits

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

Death and Disability Benefits

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

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

2. Summary of Accounting Policies

Basis of Accounting

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

Subsequent Events

Subsequent events have been evaluated through September 23, 2014, the date the accompanying financial statements were available to be issued.

Use of Estimates

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

Payments of Benefits

Benefits paid directly to participants are recorded upon distribution.

Investment Valuation and Income Recognition

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

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

2. Summary of Accounting Policies (continued)

Administrative Expenses

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

New Accounting Pronouncements

In January 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2013-01, *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*. This update amends Accounting Standards Codification (ASC) ASC 210, *Balance Sheet*, specifically the disclosure requirements created by ASU 2011-11, *Disclosures About Offsetting Assets and Liabilities*, issued by the FASB in December 2011. This update clarifies the scope of the disclosure requirements to be applicable to derivatives including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or are subject to a master netting arrangement or similar agreement. The disclosure requirements are effective for fiscal years beginning on or after January 1, 2013, and are required to be provided retrospectively for all comparative periods presented. Adoption of ASU 2011-11, as amended by ASU 2013-01, did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Actuarial Present Value of Accumulated Plan Benefits

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

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

2. Summary of Accounting Policies (continued)

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

Significant assumptions underlying the actuarial valuation are as follows:

Interest rate	6.0% and 5.5% at December 31, 2012 and 2011
Average retirement age	62 at December 31, 2012 and 2011
Mortality basis	IRS prescribed 2013 Static Mortality Table as of December 31, 2012, and IRS prescribed 2012 Static Mortality Table as of December 31, 2011

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

3. Funding Policy

It is the Company's policy to make contributions to the Plan sufficient to comply with the minimum funding standards imposed by the Internal Revenue Code (IRC). The Company's contributions shall be determined annually, or more frequently, by the Board of Directors of the Company. Each contribution made to the Plan shall be made on the condition that it is currently deductible under Section 404 of the Internal Revenue Code (IRC) for the taxable year with respect to which the contribution is made. For the Plan periods ended December 31, 2013 and 2012, there is no funding required under the ERISA minimum funding requirements, and the Company elected not to make any contributions to the Plan.

4. Plan Termination

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

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).

c. All other vested benefits (vested benefits not insured by the PBGC).

d. All nonvested benefits.

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

5. Actuarial Present Value of Accumulated Plan Benefits

The actuarially computed present value of accumulated plan benefits calculated by independent third-party actuaries as of December 31, 2012, is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	$ 100,637,455
Other participants	160,542,809
	261,180,264
Non-vested benefits	8,577,968
Total actuarial present value of accumulated plan benefits	$ 269,758,232

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

Actuarial present value of accumulated plan benefits at December 31, 2011	$ 294,626,565
Decrease (increase) during the year attributable to:	
Interest accumulation	14,962,830
Effect of assumption changes	(10,511,148)
Benefits accumulated	16,442,710
Benefits paid	(45,762,725)
Net decrease	(24,868,333)
Actuarial present value of accumulated plan benefits at December 31, 2012	$ 269,758,232

6. Interest in the SuperMedia Inc. Master Trust

All investment information for the Plan and the Master Trust disclosed in the accompanying financial statements, including the Plan's interest in the SuperMedia Inc. Master Trust at December 31, 2013 and 2012, and net investment (loss)/gain from Plan interest in the SuperMedia Inc. Master Trust for the years ended December 31, 2013 and 2012, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by State Street Bank and Trust Company (the Trustee), the trustee of the Plan and Master Trust.

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

At December 31, 2013 and 2012, the Plan's interest in the net assets of the Master Trust was approximately 69.8% and 69.0%, respectively. The net investment (loss)/income of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans. The Master Trust is authorized to charge and collect from the fund expenses incurred, unless such expenses are paid directly by the Company.

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

	December 31	
	2013	**2012**
Investments at fair value:		
State Street Bank and Trust Company Government Short Term Investment Fund	**$ 5,915,703**	$ 15,669,944
Long-term bonds	**160,494,139**	243,189,722
Hedge funds	**253,411,004**	279,193,344
Interest rate swaps	**14,291,652**	28,637,136
Collateral on interest rate swaps	**(14,380,000)**	(28,850,001)
Futures margin paid/(received)	**1,553,115**	–
Open futures	**(1,339,928)**	–
Total investments at fair value	**419,945,685**	537,840,145
Interest receivable	**100,668**	136,198
Receivable for investments sold	**2,121,717**	81,640
Other receivables	**7,815**	19,278
Liabilities:		
Liabilities for investments purchased	**(8)**	–
Other payables	**(972,457)**	(1,279,979)
Net assets of the Master Trust	**$ 421,203,420**	$ 536,797,282

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

	Year Ended December 31	
	2013	**2012**
Net Investment (Loss) Income From Master Trust		
Net depreciation (appreciation) in fair value of investments:		
Long-term bonds	**$ (41,169,585)**	$ 8,104,401
Hedge funds	**26,425,444**	27,653,098
Interest rate swaps	**(6,525,679)**	2,063,182
Futures	**(2,569,715)**	670,537
Interest and dividends	**441,513**	746,097
Less: investment expenses	**(3,459,465)**	(3,751,834)
	$ (26,857,487)	$ 35,485,481

Fair Value Measurements

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

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

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

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

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

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by management. Management considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. Transfers between levels are recognized at the end of the reporting period. There have been no transfers between levels as of December 31, 2013 and 2012.

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

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

Fixed-income securities: United States Treasury bonds and corporate bonds, are valued based on closing prices reported on the last business day of the plan year in the active market in which the security is traded. While these securities are usually traded in active markets, they may not trade with sufficient frequency to rely on a single price of the same security. As such, broker quotes may be used based on similar assets in active markets.

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

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

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

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

The following table sets forth, by level, the Master Trust's assets as of December 31, 2013:

	Level 1	**Level 2**	**Level 3**	**Total**
STIF	**$ –**	**$ 5,915,703**	**$ –**	**$ 5,915,703**
Fixed-income securities:				
United States Treasury bonds	**–**	**153,220,275**	**–**	**153,220,275**
Corporate bonds	**–**	**7,273,864**	**–**	**7,273,864**
Hedge funds:				
Directional	**–**	**–**	**115,734,770**	**115,734,770**
Relative value	**–**	**–**	**115,519,187**	**115,519,187**
Event driven	**–**	**–**	**22,157,047**	**22,157,047**
Interest rate swaps	**–**	**14,291,652**	**–**	**14,291,652**
Collateral on interest rate swaps	**(14,380,000)**	**–**	**–**	**(14,380,000)**
Futures margin paid/(received)	**1,553,115**	**–**	**–**	**1,553,115**
Open futures	**(1,339,928)**	**–**	**–**	**(1,339,928)**
Total	**$ (14,166,813)**	**$ 180,701,494**	**$ 253,411,004**	**$ 419,945,685**

The following table sets forth, by level, the Master Trust's assets as of December 31, 2012:

	Level 1	**Level 2**	**Level 3**	**Total**
STIF	$ –	$ 15,669,944	$ –	$ 15,669,944
Fixed-income securities:				
United States Treasury bonds	–	233,768,279	–	233,768,279
Corporate bonds	–	9,421,443	–	9,421,443
Hedge funds:				
Directional	–	–	147,932,901	147,932,901
Relative value	–	–	104,960,140	104,960,140
Event driven	–	–	26,300,303	26,300,303
Interest rate swaps	–	28,637,136	–	28,637,136
Collateral on interest rate swaps	(28,850,001)	–	–	(28,850,001)
Total	$ (28,850,001)	$ 287,496,802	$ 279,193,344	$ 537,840,145

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

The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 investments from January 1, 2013 to December 31, 2013.

	Hedge Funds
Balance as of January 1, 2013	**$ 279,193,344**
Realized gains	**15,329,218**
Unrealized gains relating to instruments still held at December 31, 2013	**11,096,226**
Purchases	**70,530,647**
Sales	**(122,738,431)**
Balances as of December 31, 2013	**$ 253,411,004**

The following table sets forth a summary of changes in the fair value of the Master Trust's Level 3 investments from January 1, 2012 to December 31, 2012.

	Hedge Funds
Balance as of January 1, 2012	$ 249,383,292
Realized gains	6,398,662
Unrealized gains relating to instruments still held at December 31, 2012	21,254,436
Purchases	127,565,382
Sales	(125,408,428)
Balances as of December 31, 2012	$ 279,193,344

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

As of December 31, 2013 and 2012, the Master Trust had no unfunded commitments related to its hedge fund investment class. In general, the terms and conditions upon which the Master Trust may redeem funds from its hedge fund class of investments are as follows (percentages are based on invested capital):

	2013	2012	Notice Period
Monthly	**15.0%**	25.0%	30 to 93 days
Quarterly	**77.0%**	64.0%	30 to 120 days
Semiannual	**3.0%**	2.0%	60 days
Liquidating	**5.0%**	9.0%	As fund managers sell assets, the Master Trust receives its prorated share of the sale

Additional information about the STIF and hedge fund investments follows.

STIF

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

Hedge Fund Investments

The Master Trust holds hedge fund investments that are made through limited partnership interests in various hedge funds that employ different trading strategies. Below are the categories and strategies followed by the hedge funds. As of December 31, 2013, no hedge fund made up more than 2.8% of total Master Trust assets and there are no unfunded commitments. In addition, the Master Trust has redemption rights with respect to hedge fund investments that range up to three years.

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

Directional

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

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

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

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

Relative Value

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

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

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

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

Event Driven

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

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

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

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

Derivatives

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

The Master Trust has in place legally enforceable master netting arrangements or similar agreements with all counterparties with which it enters into derivative financial instruments. Master netting arrangements or similar agreements permit the closeout and netting of transactions with the same counterparty upon the occurrence of certain events. The Master Trust has chosen not to offset the fair values of derivative contracts and related cash collateral with the same counterparty under its master netting arrangements or similar agreements. All of the Master Trust's derivative and cash collateral positions are reflected at the gross values.

At December 31, 2013 and 2012, the Master Trust held 9 and 12 interest rate swap agreements, respectively, with Goldman Sachs International (the counterparty). According to the terms of the interest rate swap agreements, value is based on the difference between a fixed interest rate and a variable interest rate, reflected in the most current yield curve, over an agreed period of time. The fixed interest rate is established at the beginning of the transaction, while the variable rate used is based primarily on the London Interbank Offered Rate. Following is a summary of interest rate swaps held in the Master Trust.

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

	Current Notional Amount	Asset	Liability	Net Position/ Fair Value	Cash Collateral (Received) Paid
December 31, 2013					
Interest rate swaps	**$ 84,548,276**	**$ 97,125,363**	**$ (82,833,711)**	**$ 14,291,652**	**$ (14,380,000)**
December 31, 2012					
Interest rate swaps	$ 182,929,723	$ 211,927,695	$ (183,290,559)	$ 28,637,136	$ (28,850,001)

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

Counterparty credit risk associated with the Master Trust's derivatives is the risk that a derivative counterparty will not perform in accordance with the terms of the applicable derivative contract. This risk is minimal for exchange-traded contracts because they typically are settled on a daily basis and guaranteed by the exchange's clearinghouse. To mitigate such risk for over-the-counter derivative contracts, the Master Trust generally requires the use of master netting arrangements and collateral arrangements wherever practical. The majority of Master Trust's over-the-counter derivatives are governed by International Swaps and Derivative Association, Inc. Master Agreements (ISDA Master Agreements). ISDA Master Agreements maintain provisions for general obligations, representations, agreements, collateral and events of default or termination. Events of termination include credit problems by either counterparty and may entitle counterparties to elect to terminate early and cause settlement of all outstanding transactions under the applicable ISDA Master Agreement. ISDA Master Agreements reduce the counterparty risk associated with the applicable transactions by allowing the Master Trust to net contracts in the event of default. As well, the ISDA Master Agreements specify exposure levels that require the posting of collateral by the counterparty. Allowable collateral is specified in each ISDA Master Agreement and is generally in the form of cash, treasury securities or other US agency guaranteed securities

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

When swap positions are closed and settled, the Company is obligated to return the counterparty collateral. After consideration of the counterparty collateral, the Master Trust had minimal counterparty credit exposure related to derivative assets as of December 31, 2013 and 2012.

As of December 31, 2013 and 2012, the Company did not have any receivables resulting from master netting agreements with derivative counterparties.

Futures Contracts

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

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

The following tables present open futures contracts at December 31, 2013 and 2012. The fair values presented in these tables include cumulative appreciation (depreciation) of futures contracts, but only the current day's variation margin receivable/payable is reported in the accompanying statements of net assets available for benefits in Plan interest in SuperMedia Inc. Master Trust, with changes in fair values reported in the statements of changes in net assets available for benefits in net investment (loss)/gain from Plan interest in SuperMedia Inc. Master Trust. Also see the fair value hierarchy, as well as the net assets and net investment (loss)/income from the Master Trust.

Type of Contracts Held at December 31, 2013	**Number of Contracts**	**Expiration**	**Notional Market Value**	**Fair Value at December 31, 2013**
Interest rate contracts:				
2-year U.S. Treasury Note Futures	65	03/19/2014	**$ 14,287,813**	**$ (27,395)**
10-year USD Interest Rate Swap Futures	(105)	03/17/2014	**(10,578,750)**	**90,234**
5-year U.S. Treasury Note Futures	(34)	03/31/2014	**(4,056,625)**	**33,937**
10-year U.S. Treasury Note Futures	465	03/30/2014	**57,216,797**	**(1,093,338)**
U.S. Treasury Long Bond Futures	106	03/20/2014	**13,601,125**	**(219,890)**
Ultra Long U.S. Treasury Bond Futures	86	03/20/2014	**11,717,500**	**(123,476)**
Total			**$ 82,187,860**	**$ (1,339,928)**

Type of Contracts Held at December 31, 2012	**Number of Contracts**	**Expiration**	**Notional Market Value**	**Fair Value at December 31, 2012**
Interest rate contracts:				
30-year U.S. Treasury Bond Futures	59	03/19/2013	$ 8,702,500	$ (26,438)
10-year U.S. Treasury Note Futures	(108)	03/19/2013	(14,340,375)	70,459
2-year U.S. Treasury Note Futures	23	03/28/2013	5,070,781	1,438
5-year U.S. Treasury Note Futures	261	03/28/2013	32,472,070	(42,178)
Ultra Long U.S. Treasury Bond Futures	103	03/19/2013	16,747,156	(52,094)
Total			$ 48,652,132	$ (48,813)

7. Tax Status

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

Accounting principles generally accepted in the United States of America require management of the Plan to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that, more likely than not, would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Risks and Uncertainties

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

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

9. Related-Party Transactions

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

10. Reconciliation of Financial Statements to the Form 5500

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

	December 31	
	2013	**2012**
Net assets available for benefits per the financial statements	**$ 296,189,955**	$ 374,487,367
Less: benefits payable	**(1,827,239)**	(3,616,697)
Net assets available for benefits per the Form 5500	**$ 294,362,716**	$ 370,870,670

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements for the year ended December 31, 2013, to the Form 5500:

Net decrease in net assets available for benefits per the financial statements	$ (78,297,412)
Add: benefits payable at December 31, 2012	3,616,697
Less: benefits payable at December 31, 2013	(1,827,239)
Net decrease in net assets available for benefits per the Form 5500	$ (76,507,954)

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

11. Commitments and Contingencies

On November 25, 2009, three former Bell retirees brought a putative class action lawsuit in the U.S. District Court for the Northern District of Texas, Dallas Division, against both the employee benefits committee and pension plans of Verizon and the employee benefits committee (EBC) and pension plans of SuperMedia Inc., formerly Idearc Inc. All three named plaintiffs are receiving the single life monthly annuity pension benefits. All complain that Verizon transferred them against their will from the Verizon pension plans to the SuperMedia pension plans at or near SuperMedia's spin-off from Verizon. The complaint alleges that both the Verizon and SuperMedia defendants failed to provide requested plan documents, which would entitle the plaintiffs to statutory penalties under ERISA; that both the Verizon and SuperMedia defendants

11. Commitments and Contingencies (continued)

breached their fiduciary duty for refusal to disclose pension plan information; and other class action counts aimed solely at the Verizon defendants. The plaintiffs seek class action status, statutory penalties, damages and a reversal of the employee transfers. SuperMedia defendants filed their motion to dismiss the entire complaint on March 10, 2010. On October 18, 2010, the court ruled on the pending motion dismissing all the claims against the SuperMedia pension plans and all of the claims against SuperMedia's EBC relating to the production of documents and statutory penalties for failure to produce same. The only claims remaining against SuperMedia are procedural ERISA claims against SuperMedia's EBC. On November 4, 2010, SuperMedia's EBC filed a motion to dismiss one of the two remaining procedural ERISA claims against the EBC. Pursuant to an agreed order, the plaintiffs obtained class certification against the Verizon defendants and discovery has commenced. After obtaining permission from the court, the plaintiffs filed another amendment to the complaint, alleging a new count against SuperMedia's EBC. SuperMedia's EBC filed another motion to dismiss the amended complaint and filed a summary judgment motion before the deadline set by the scheduling order. On March 26, 2012, the court denied SuperMedia's EBC's motion to dismiss. On September 16, 2013, the court granted the defendants' summary judgments, denied the plaintiffs' summary judgment and entered a judgment in favor of the defendants. Plaintiffs filed an appeal to the 5th U.S. Circuit Court of Appeals. The briefing is complete and oral argument has been scheduled for the September 4, 2014. The Company plans to honor its indemnification obligations and vigorously defend the lawsuit on the defendants' behalf. The Company is not able to make a reasonable estimate of liability because of the uncertainties related to the outcome or the amount or range of potential loss.

12. Subsequent Events

On March 31, 2014, Dex Media, Inc., assumed sponsorship of the Plan.

JPMorgan Retirement Plan Services, the recordkeeper of the Plan was sold to Great Western Financial on September 2, 2014. This change is expected to have no impact to the Plan.

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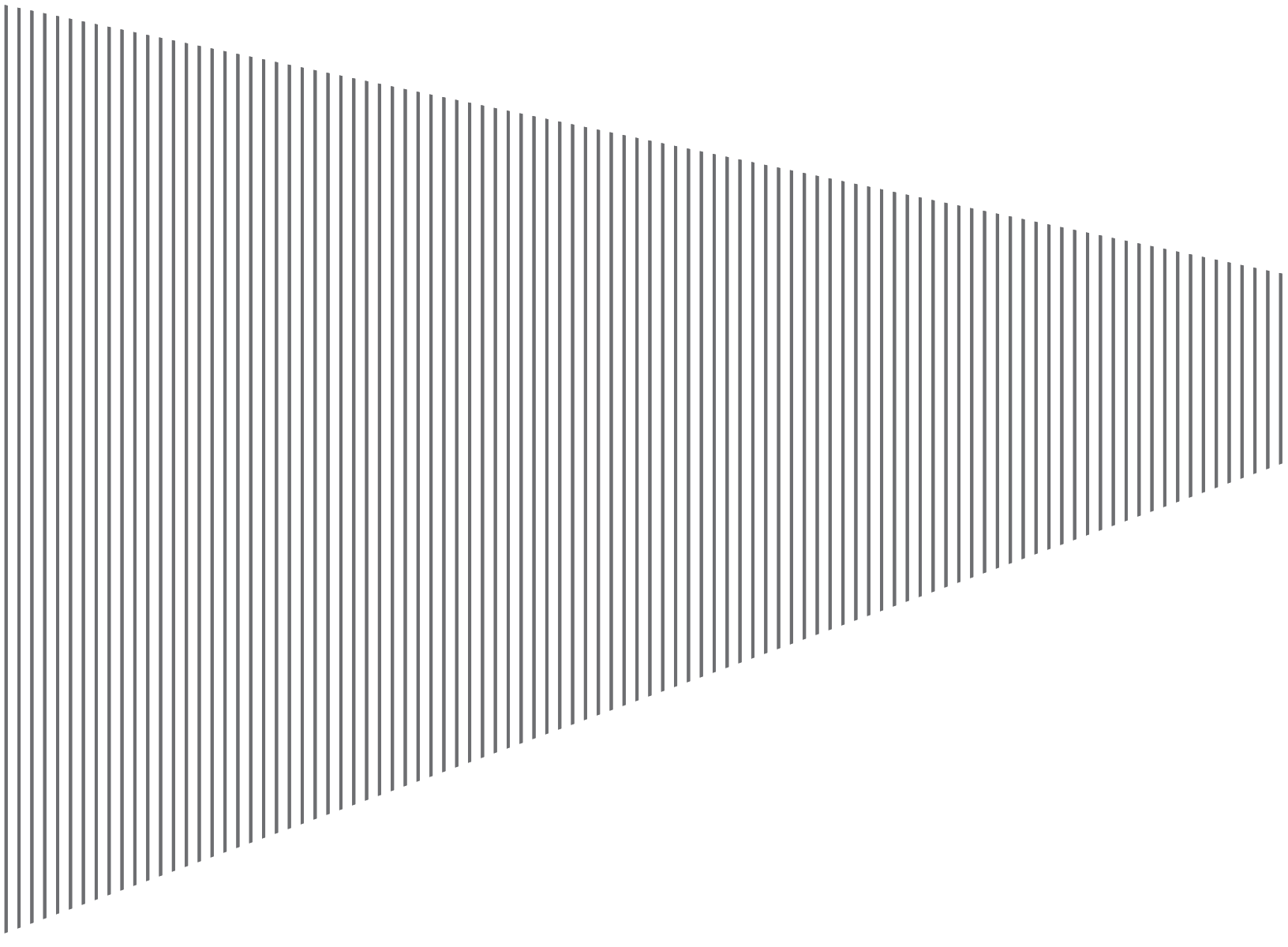

SCHEDULE SB (Form 5500)

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

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

SuperMedia Pension Plan for Management Employees

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

SuperMedia Inc.

D Employer Identification Number (EIN)

20-5095175

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2013

2	Assets:			
	a Market value		**2a**	374,487,367
	b Actuarial value		**2b**	348,074,028
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	884	99,702,668
	b For terminated vested participants	**3b**	858	31,090,342
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		8,551,101
	(2) Vested benefits	**3c(2)**		126,657,163
	(3) Total active	**3c(3)**	1,390	135,208,264
	d Total	**3d**	3,132	266,001,274
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**	6.17 %
6	Target normal cost		**6**	1,123,462

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

Martin H. Mans MHM — Signature of actuary

September 2, 2014 — Date

Martin H. Mans — Type or print name of actuary

14-05812 — Most recent enrollment number

Aon Consulting, Inc. — Firm name

(214) 989-0000 — Telephone number (including area code)

2711 North Haskell Ave, 8th Floor

Dallas TX 75204 — Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 6.75 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.85 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	130.85 %
15	Adjusted funding target attainment percentage	15	130.85 %
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	134.22 %
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 [X] 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:	2nd segment:	3rd segment:	
4.94 %	6.15 %	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is 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	1,123,462
b Excess assets, if applicable, but not greater than line 31a	31b	1,123,462

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If 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
SuperMedia Pension Plan for Management Employees
EIN: 20-5095175 PN: 001

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

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

- age
- gender
- service

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

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

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

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

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Schedule SB Attachment (Form 5500)—2013 Plan Year
SuperMedia Pension Plan for Management Employees
EIN: 20-5095175 PN: 001

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	
Minimum Funding Target Normal Cost	N/A
Maximum Tax Expected Benefit Increase	N/A
Lump sum Interest Rates	
GATT Interest Rate	2.85% for 2013 and 2014, 3.50% for 2015+
PBGC Interest Rate	0.75% for 2013 and 2014, 2.00% for 2015+
Cash Balance Interest Crediting Rate	1.25% for 2013, 2.25% for 2014+
Cash Balance Annuity Conversion Rate	2.85% for 2013 and 2014, 3.50% for 2015+
Inflation Rate	2.50%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 65
Mortality Rates	
Healthy and Disabled	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Lump Sum Conversion	For lump sum conversion, the mortality table used is defined in the plan document.
Withdrawal Rates	See Table 2

Disability Rates	See Table 3
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Pre-retirement death benefit	It is assumed that 100% of participants will designate a beneficiary for any pre-retirement death benefit. It is further assumed that the gender of the beneficiary will be opposite of the participant, and that male beneficiaries are three years older than the participant and female beneficiaries are three years younger than the participant.
Valuation Compensation	The valuation earnings are actual 2006 pension compensation. Since the plan was frozen as of June 30, 2006, current compensation is not considered in the valuation.
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	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected Return on Assets	
2011 Plan Year	7.00%, limited to 6.57%
2012 Plan Year	5.50%

Trust Expenses Included in Target Normal Cost	The Funding Target Normal Cost includes a load for estimated administrative expenses equal to 0.30% of assets as of valuation date.
Sickness Death Benefit	The percentage of active and retired participants who have beneficiaries that qualify for this benefit are summarized in Table 4.
Form of Payment	It is assumed that 80% of future retirees and terminations will take a lump sum while remaining 20% are assumed to take an annuity. For participants who terminated during the preceding plan year who are retirement eligible and had not received their benefit prior to the valuation date, it is assumed 100% will commence their benefit as a lump sum as of the valuation date. For other terminations during the preceding plan year who had not received their benefit prior to the valuation date, it is assumed 80% will commence their benefit as a lump sum as of the valuation date and the remaining 20% are assumed to take an annuity at age 65.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2013

Changes in ERISA Methods/Assumptions Since the Prior Year

Method Changes

The funding valuation does not reflect any method changes.

Assumption Changes

The funding valuation reflects the following assumption changes:

- A change in the interest rate assumption from segment rates as of September 2011 to segment rates as of September 2012.
- A change in the mortality assumption from the 2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) to the 2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
- The assumed long-term rates (years 2015 and beyond) for PBGC lump sums was decreased by 0.25% to reflect interest rate outlook. The assumed 2013 and 2014 GATT lump sum interest rate, PBGC lump sum interest rate and cash balance interest crediting rate were all set to estimate their respective rates for 2013.

- An additional 2.75% of participants are assumed to retire in 2013 to reflect anticipated involuntary terminations.
- An additional 8.5% of participants are assumed to terminate in 2013 to reflect anticipated involuntary terminations.

Table 1

Annual Probability of Retirement

Age	Probabilities For All Management
48 to 49	0.030
50	0.050
51	0.060
52	0.070
53	0.080
54	0.090
55	0.100
56	0.100
57	0.100
58	0.100
59	0.100
60	0.150
61	0.100
62	0.250
63	0.100
64	0.100
65	0.100
66	0.100
67	1.0000
68	1.0000
69	1.0000
70	1.0000

An additional 2.75% of participants are assumed to retire in 2013 to reflect anticipated involuntary terminations.

Table 2

Annual Probability of Withdrawal
Probability for Participants With Less Than Six Years of Service

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

Ultimate Probability of Withdrawal for All Participants

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

An additional 8.5% of participants are assumed to terminate in 2013 to reflect anticipated involuntary terminations.

Table 3

Annual Probability of Disability

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

Table 4

Participants With Beneficiaries who Qualify for Sickness Death Benefit

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

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	November 1, 2006
Plan Year	January 1 to December 31, with the exception of the first plan year which is from November 1, 2006 to December 31, 2006.
Expenses	All reasonable expenses of administering the plan (including, without limitation, the expenses of the Employee Benefits Committee) shall be paid out of the assets of the Pension Fund, except to the extent paid by the Company.
Participation	Eligible employees became participants immediately upon hire. Effective January 1, 2006, no new participants entered the plan.
Definitions	
Transition Employee	An employee with ten or more years of service as of January 1, 2002.
Cash Balance Account	Equal to the sum of opening account balance, if applicable, plus pay and interest credits.
Pay Credits	As of June 30, 2006, participants no longer earn pay credits. Prior to June 30, 2006, cash balance accounts were credited monthly by an amount equal to a percentage of monthly compensation based on points (age plus service) at the beginning of each year as follows:

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

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

Interest Credits	Up to the benefit commencement date, interest is credited based on the average annual yield on one-year Treasury bills plus one percentage point with the total limited to the yield on 30-year Treasury bonds.
Pension Benefit Formulas	
Post-2001 Modified Former Plan Formula (MFPF)	Sum of: (a) MFPF accrued benefit as of December 31, 2001 (see Special Benefit Provisions). (b) 1.35% of Average Compensation times service from January 1, 2002 to June 30, 2006.
Highest Average Pay (HAP)	Transition Employee: 1.35% of Average Compensation (to June 30, 2006) times service to June 30, 2006, including an 18 month enhancement for service as of June 30, 2006. Non-Transition Employee: 1.35% of Average Compensation (to May 31, 2004) times service to May 31, 2004.
Integrated Formula	Transition Employee, sum of: (a) 1.15% of Average Compensation (to May 31, 2004) up to Social Security Integration Level plus 1.45% of Average Compensation (to May 31, 2004) over the Social Security Integration Level times service to May 31, 2004. (b) 1.35% of Average Compensation (to June 30, 2006) times service from June 1, 2004 to June 30, 2006. Non-Transition Employee: 1.15% of Average Compensation (to May 31, 2004) up to Social Security Integration Level plus 1.45% of Average Compensation (to May 31, 2004) over the Social Security Integration Level times service to May 31, 2004.
Social Security Integration Level	Average annual wages under the Social Security Act for a worker attaining age 65, computed as though the annual wages were equal to the maximum amount of the taxable wages under the Social Security Ace based on the calendar year an employee separates from employment.

Compensation	Base pay (highest rate for the month), sales bonuses and commissions, short term performance incentives (excluding Senior Managers), lump sum merit payments, foreign service payments, premiums, corporate profit sharing, differentials and back pay awards. Salary reduction amounts under IRC section 125 or 401(k) are included.
Average Compensation	The average of compensation over the sixty (60) consecutive calendar months during which the average is the highest.

Normal Retirement

Eligibility	Later of age 65 or fifth anniversary from date of hire.
Benefit	Participants hired on or after January 1, 2002: Cash balance benefit. Participants hired before January 1, 2002: ▪ Transition Employees: – BA: Greater of cash balance benefit, HAP benefit. – GTE: Greater of cash balance benefit, HAP benefit, or Integrated benefit. ▪ Non-Transition Employees: – BA: Cash balance benefit. – GTE: Greater of cash balance benefit, HAP benefit, or Integrated benefit.

Early Retirement

Eligibility	Seventy-five (75) age/service points with 15 years net credited service.
Benefit	Accrued normal retirement benefit with the following reductions applied to each separate formula: ▪ Cash Balance: No reductions. ▪ Post 2001 MFPF: Refer to Special Benefit Provisions section. ▪ HAP and Integrated benefits: Unreduced at age 55; 3% per year from age 55, maximum reduction 18%.

Vested Termination	
Eligibility	For terminations prior to June 30, 2006, five years of vesting service. All participants actively employed as of June 30, 2006 were fully vested at that time.
Benefit	Accrued normal retirement benefit using compensation and credited service as of date of separation from service, and reduced, if applicable, for receipt prior to age 65.
Disability	
Eligibility	Fifteen years of credited service and total and permanent disability (excludes Connected Solutions employees).
Benefit	Accrued normal retirement benefit with no reduction applied for receipt prior to age 65.
Preretirement Death Benefit	
Beneficiaries Eligible	Spouse or other designated beneficiaries of vested active participants who die before payments commence, and designated beneficiaries of vested former participants.
Death Benefit	If the deceased participant was an active employee or a vested former participant who terminated after the plan's effective date, the death benefit is the greater of the full value of the Cash Balance Account or a 50% survivor benefit under alternative formulas. ▪ BA North: Pre-2002 Deferred Vested Employees—Upon the death of a deferred vested participant who did not waive the preretirement survivor's benefit, 50% of the participant's accrued benefit deferred to the earliest age when the deferred vested pension would have been payable. This benefit is reduced for early commencement and the cost of a 50% survivor annuity. ▪ BA South and Enterprises: Pre-2002 Deferred Vested Employees—44% of the accrued benefit payable at the time the participant would have attained age 65. If earlier commencement is elected, benefit is the amount that would have been payable to the spouse if participant terminated employment, survived to the commencement date, retired with a 50% Joint and Survivor Annuity, and then died.

Sickness Death Benefit	
Beneficiaries Eligible	
BA North	Mandatory beneficiaries of retired employees hired before July 1, 1985 and retired before January 1, 2002 are eligible if death occurs from an illness or an off-the-job accident.
BA South and Enterprises	Mandatory beneficiaries of all active and retired employees hired before April 1, 1991 and retired before January 1, 2002 are eligible if death occurs from an illness or an off-the-job accident. Participants who received a 100% cashout in 1993, 1994, or 1995 and make an election to receive this benefit from another source are excluded.
Death Benefit	
BA North	One year's pay based on pay on the earlier of the employee's retirement date and June 30, 1985.
BA South and Enterprises	One year's pay based on pay on the earlier of the employee's retirement date and December 31, 1991.
Forms of Payment	
Normal Form	Single participants: Life annuity. Married participants: 50% Joint and Survivor Annuity with the spouse as the survivor.
Optional Forms	Lump-sum cashout. Combination annuity and lump-sum cashout. Designated amount in 10% increments (up to 50%) paid as a lump-sum cashout and the remaining portion distributed in any of normal or optional payment forms. 33-1/3%, 50%, 66-2/3% or 100% Joint and Survivor with designated beneficiary as the survivor. 50%, 75% or 100% Joint and Survivor with designated beneficiary as survivor with monthly payments restored to the life annuity level if the beneficiary predeceases the participant (pop-up).

Special Benefit Provisions

Modified Former Plan Formula (MFPF) Minimum

Eligibility	BA Employees with 15 years of service on September 1, 1999.
Modified Former Pension Formula	1.6% of career average pay (for service prior to January 1, 1991, the average pay from January 1, 1987 to December 31, 1991 times service through December 31, 1991 is used).
Retirement Eligibility	Age 65 with 10 years of service, age 60 with 15 years of service, age 55 with 20 years of service, age 50 with 25 years of service, or at 30 years of service.
Early Retirement Reductions With 30 or More Years of Service	No reductions on benefit earned through December 31, 1995; 3% per year reductions from age 59 (pre-2002) or age 60 (2002 and after) on the benefit earned after December 31, 1995.
Early Retirement Reductions With Less Than 30 Years of Service	6% per year from age 59 (pre-2002) or from age 60 (2002 and after).

Retention Bonus

Eligibility	Designated GTE participants who remained employed throughout the Retention Bonus Period (April 1, 1999 through September 30, 2000).
Benefit Amount	An additional lump sum equal to 2% of the total monthly compensation for the 12 month period ending in the date the participant separates from service times the number of full calendar months (up to 18) worked during the Retention Bonus Period.
In-Service Distribution	Active participants age 55 or older who satisfied the Rule of 76 (76 age/service points with 15 years service) on January 1, 2000 are eligible to elect an in-service distribution. The pension payable at subsequent retirement will be based on service after the election date.

Summary of Plan Changes None.

Plan Changes Since the Prior Year

The funding valuations do not reflect any plan changes.

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, line 24—Change in Actuarial Assumptions

- The assumed long-term rates (years 2015 and beyond) for PBGC lump sums was decreased by 0.25% to reflect interest rate outlook. The assumed 2013 and 2014 GATT lump sum interest rate, PBGC lump sum interest rate and cash balance interest crediting rate were all set to estimate their respective rates for 2013.
- An additional 2.75% of participants are assumed to retire in 2013 to reflect anticipated involuntary terminations.
- An additional 8.5% of participants are assumed to terminate in 2013 to reflect anticipated involuntary terminations

The above changes were made to better reflect the anticipated experience of the plan. None of the funding assumption changes reduced the funding shortfall, so approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2013 Plan Year
SuperMedia Pension Plan for Management Employees
EIN: 20-5095175 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2013

Number of Participants and Average Cash Balance by Age and Service

Attained Age	Years of Credited Service										
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	Total
<25											
25-29			6	1							7
30-34			46 $6,790	31 $13,467	2						79 $9,951
35-39			60 $9,000	51 $24,860	19	3					133 $19,430
40-44			45 $10,085	69 $27,155	72 $44,440	20 $55,532	5				211 $32,872
45-49			42 $14,759	67 $34,909	59 $54,079	70 $85,640	58 $99,053	4			300 $61,469
50-54			37 $13,160	53 $33,881	47 $61,238	69 $103,947	92 $122,648	29 $132,725	1		328 $84,217
55-59			25 $13,500	36 $31,327	34 $62,936	36 $97,237	38 $129,872	24 $221,445	7	2	202 $96,012
60-64			9	22 $35,861	21 $61,148	19	9	11	2	4	97 $78,369
65-69			6	5	6	1	4	3	1	3	29 $61,215
70+				1	1		2				4
Total			276 $10,684	336 $29,405	261 $53,554	218 $89,678	208 $114,188	71 $167,908	11	9	1,390 $61,515

N-1,390

Schedule SB Attachment (Form 5500)—2013 Plan Year
SuperMedia Pension Plan for Management Employees
EIN: 20-5095175 PN: 001

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

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

- age
- gender
- service

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

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

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

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

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Schedule SB Attachment (Form 5500)—2013 Plan Year
SuperMedia Pension Plan for Management Employees
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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	
Minimum Funding Target Normal Cost	N/A
Maximum Tax Expected Benefit Increase	N/A
Lump sum Interest Rates	
GATT Interest Rate	2.85% for 2013 and 2014, 3.50% for 2015+
PBGC Interest Rate	0.75% for 2013 and 2014, 2.00% for 2015+
Cash Balance Interest Crediting Rate	1.25% for 2013, 2.25% for 2014+
Cash Balance Annuity Conversion Rate	2.85% for 2013 and 2014, 3.50% for 2015+
Inflation Rate	2.50%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 65
Mortality Rates	
Healthy and Disabled	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Lump Sum Conversion	For lump sum conversion, the mortality table used is defined in the plan document.
Withdrawal Rates	See Table 2

Disability Rates	See Table 3
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Pre-retirement death benefit	It is assumed that 100% of participants will designate a beneficiary for any pre-retirement death benefit. It is further assumed that the gender of the beneficiary will be opposite of the participant, and that male beneficiaries are three years older than the participant and female beneficiaries are three years younger than the participant.
Valuation Compensation	The valuation earnings are actual 2006 pension compensation. Since the plan was frozen as of June 30, 2006, current compensation is not considered in the valuation.
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	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected Return on Assets	
2011 Plan Year	7.00%, limited to 6.57%
2012 Plan Year	5.50%

Trust Expenses Included in Target Normal Cost	The Funding Target Normal Cost includes a load for estimated administrative expenses equal to 0.30% of assets as of valuation date.
Sickness Death Benefit	The percentage of active and retired participants who have beneficiaries that qualify for this benefit are summarized in Table 4.
Form of Payment	It is assumed that 80% of future retirees and terminations will take a lump sum while remaining 20% are assumed to take an annuity. For participants who terminated during the preceding plan year who are retirement eligible and had not received their benefit prior to the valuation date, it is assumed 100% will commence their benefit as a lump sum as of the valuation date. For other terminations during the preceding plan year who had not received their benefit prior to the valuation date, it is assumed 80% will commence their benefit as a lump sum as of the valuation date and the remaining 20% are assumed to take an annuity at age 65.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2013

Changes in ERISA Methods/Assumptions Since the Prior Year

Method Changes

The funding valuation does not reflect any method changes.

Assumption Changes

The funding valuation reflects the following assumption changes:

- A change in the interest rate assumption from segment rates as of September 2011 to segment rates as of September 2012.
- A change in the mortality assumption from the 2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) to the 2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
- The assumed long-term rates (years 2015 and beyond) for PBGC lump sums was decreased by 0.25% to reflect interest rate outlook. The assumed 2013 and 2014 GATT lump sum interest rate, PBGC lump sum interest rate and cash balance interest crediting rate were all set to estimate their respective rates for 2013.

- An additional 2.75% of participants are assumed to retire in 2013 to reflect anticipated involuntary terminations.
- An additional 8.5% of participants are assumed to terminate in 2013 to reflect anticipated involuntary terminations.

Table 1

Annual Probability of Retirement

Age	Probabilities For All Management
48 to 49	0.030
50	0.050
51	0.060
52	0.070
53	0.080
54	0.090
55	0.100
56	0.100
57	0.100
58	0.100
59	0.100
60	0.150
61	0.100
62	0.250
63	0.100
64	0.100
65	0.100
66	0.100
67	1.0000
68	1.0000
69	1.0000
70	1.0000

An additional 2.75% of participants are assumed to retire in 2013 to reflect anticipated involuntary terminations.

Table 2

Annual Probability of Withdrawal
Probability for Participants With Less Than Six Years of Service

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

Ultimate Probability of Withdrawal for All Participants

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

An additional 8.5% of participants are assumed to terminate in 2013 to reflect anticipated involuntary terminations.

Table 3

Annual Probability of Disability

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

Table 4

Participants With Beneficiaries who Qualify for Sickness Death Benefit

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

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	November 1, 2006
Plan Year	January 1 to December 31, with the exception of the first plan year which is from November 1, 2006 to December 31, 2006.
Expenses	All reasonable expenses of administering the plan (including, without limitation, the expenses of the Employee Benefits Committee) shall be paid out of the assets of the Pension Fund, except to the extent paid by the Company.
Participation	Eligible employees became participants immediately upon hire. Effective January 1, 2006, no new participants entered the plan.
Definitions	
Transition Employee	An employee with ten or more years of service as of January 1, 2002.
Cash Balance Account	Equal to the sum of opening account balance, if applicable, plus pay and interest credits.
Pay Credits	As of June 30, 2006, participants no longer earn pay credits. Prior to June 30, 2006, cash balance accounts were credited monthly by an amount equal to a percentage of monthly compensation based on points (age plus service) at the beginning of each year as follows:

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

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

Interest Credits	Up to the benefit commencement date, interest is credited based on the average annual yield on one-year Treasury bills plus one percentage point with the total limited to the yield on 30-year Treasury bonds.
Pension Benefit Formulas	
Post-2001 Modified Former Plan Formula (MFPF)	Sum of: (a) MFPF accrued benefit as of December 31, 2001 (see Special Benefit Provisions). (b) 1.35% of Average Compensation times service from January 1, 2002 to June 30, 2006.
Highest Average Pay (HAP)	Transition Employee: 1.35% of Average Compensation (to June 30, 2006) times service to June 30, 2006, including an 18 month enhancement for service as of June 30, 2006. Non-Transition Employee: 1.35% of Average Compensation (to May 31, 2004) times service to May 31, 2004.
Integrated Formula	Transition Employee, sum of: (a) 1.15% of Average Compensation (to May 31, 2004) up to Social Security Integration Level plus 1.45% of Average Compensation (to May 31, 2004) over the Social Security Integration Level times service to May 31, 2004. (b) 1.35% of Average Compensation (to June 30, 2006) times service from June 1, 2004 to June 30, 2006. Non-Transition Employee: 1.15% of Average Compensation (to May 31, 2004) up to Social Security Integration Level plus 1.45% of Average Compensation (to May 31, 2004) over the Social Security Integration Level times service to May 31, 2004.
Social Security Integration Level	Average annual wages under the Social Security Act for a worker attaining age 65, computed as though the annual wages were equal to the maximum amount of the taxable wages under the Social Security Ace based on the calendar year an employee separates from employment.

Compensation	Base pay (highest rate for the month), sales bonuses and commissions, short term performance incentives (excluding Senior Managers), lump sum merit payments, foreign service payments, premiums, corporate profit sharing, differentials and back pay awards. Salary reduction amounts under IRC section 125 or 401(k) are included.
Average Compensation	The average of compensation over the sixty (60) consecutive calendar months during which the average is the highest.

Normal Retirement

Eligibility	Later of age 65 or fifth anniversary from date of hire.
Benefit	Participants hired on or after January 1, 2002: Cash balance benefit. Participants hired before January 1, 2002: ▪ Transition Employees: – BA: Greater of cash balance benefit, HAP benefit. – GTE: Greater of cash balance benefit, HAP benefit, or Integrated benefit. ▪ Non-Transition Employees: – BA: Cash balance benefit. – GTE: Greater of cash balance benefit, HAP benefit, or Integrated benefit.

Early Retirement

Eligibility	Seventy-five (75) age/service points with 15 years net credited service.
Benefit	Accrued normal retirement benefit with the following reductions applied to each separate formula: ▪ Cash Balance: No reductions. ▪ Post 2001 MFPF: Refer to Special Benefit Provisions section. ▪ HAP and Integrated benefits: Unreduced at age 55; 3% per year from age 55, maximum reduction 18%.

Vested Termination	
Eligibility	For terminations prior to June 30, 2006, five years of vesting service. All participants actively employed as of June 30, 2006 were fully vested at that time.
Benefit	Accrued normal retirement benefit using compensation and credited service as of date of separation from service, and reduced, if applicable, for receipt prior to age 65.
Disability	
Eligibility	Fifteen years of credited service and total and permanent disability (excludes Connected Solutions employees).
Benefit	Accrued normal retirement benefit with no reduction applied for receipt prior to age 65.
Preretirement Death Benefit	
Beneficiaries Eligible	Spouse or other designated beneficiaries of vested active participants who die before payments commence, and designated beneficiaries of vested former participants.
Death Benefit	If the deceased participant was an active employee or a vested former participant who terminated after the plan's effective date, the death benefit is the greater of the full value of the Cash Balance Account or a 50% survivor benefit under alternative formulas. ▪ BA North: Pre-2002 Deferred Vested Employees—Upon the death of a deferred vested participant who did not waive the preretirement survivor's benefit, 50% of the participant's accrued benefit deferred to the earliest age when the deferred vested pension would have been payable. This benefit is reduced for early commencement and the cost of a 50% survivor annuity. ▪ BA South and Enterprises: Pre-2002 Deferred Vested Employees—44% of the accrued benefit payable at the time the participant would have attained age 65. If earlier commencement is elected, benefit is the amount that would have been payable to the spouse if participant terminated employment, survived to the commencement date, retired with a 50% Joint and Survivor Annuity, and then died.

Sickness Death Benefit	
Beneficiaries Eligible	
BA North	Mandatory beneficiaries of retired employees hired before July 1, 1985 and retired before January 1, 2002 are eligible if death occurs from an illness or an off-the-job accident.
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BA North	One year's pay based on pay on the earlier of the employee's retirement date and June 30, 1985.
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Retention Bonus

Eligibility	Designated GTE participants who remained employed throughout the Retention Bonus Period (April 1, 1999 through September 30, 2000).
Benefit Amount	An additional lump sum equal to 2% of the total monthly compensation for the 12 month period ending in the date the participant separates from service times the number of full calendar months (up to 18) worked during the Retention Bonus Period.
In-Service Distribution	Active participants age 55 or older who satisfied the Rule of 76 (76 age/service points with 15 years service) on January 1, 2000 are eligible to elect an in-service distribution. The pension payable at subsequent retirement will be based on service after the election date.

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<25											
25-29			6	1							7
30-34			46 $6,790	31 $13,467	2						79 $9,951
35-39			60 $9,000	51 $24,860	19	3					133 $19,430
40-44			45 $10,085	69 $27,155	72 $44,440	20 $55,532	5				211 $32,872
45-49			42 $14,759	67 $34,909	59 $54,079	70 $85,640	58 $99,053	4			300 $61,469
50-54			37 $13,160	53 $33,881	47 $61,238	69 $103,947	92 $122,648	29 $132,725	1		328 $84,217
55-59			25 $13,500	36 $31,327	34 $62,936	36 $97,237	38 $129,872	24 $221,445	7	2	202 $96,012
60-64			9	22 $35,861	21 $61,148	19	9	11	2	4	97 $78,369
65-69			6	5	6	1	4	3	1	3	29 $61,215
70+				1	1		2				4
Total			276 $10,684	336 $29,405	261 $53,554	218 $89,678	208 $114,188	71 $167,908	11	9	1,390 $61,515

N-1,390

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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan SuperMedia Pension Plan for Management Employees

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/2006

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SuperMedia Inc.

P.O. Box 619810
2200 West Airfield Drive
DFW Airport TX 75261

2b Employer Identification Number (EIN) 20-5095175

2c Sponsor's telephone number (972) 453-7000

2d Business code (see instructions) 511190

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	[signature]	10/14/14	William Gist
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 Employee Benefits Committee	**3b** Administrator's EIN 20-5095175	
	3c Administrator's telephone number (972) 453-7000	
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**	3,132
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**	1,153
b Retired or separated participants receiving benefits	**6b**	747
c Other retired or separated participants entitled to future benefits	**6c**	912
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2,812
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	81
f Total. Add lines **6d** and **6e**	**6f**	2,893
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1C 1I 3H

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)		**9b** Plan benefit arrangement (check all that apply)	
(1) ☐	Insurance	(1) ☐	Insurance
(2) ☐	Code section 412(e)(3) insurance contracts	(2) ☐	Code section 412(e)(3) insurance contracts
(3) ☒	Trust	(3) ☒	Trust
(4) ☐	General assets of the sponsor	(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		**b General Schedules**	
(1) ☒	**R** (Retirement Plan Information)	(1) ☒	**H** (Financial Information)
(2) ☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐	**I** (Financial Information – Small Plan)
		(3) ☐	**A** (Insurance Information)
		(4) ☒	**C** (Service Provider Information)
(3) ☒	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) ☒	**D** (DFE/Participating Plan Information)
		(6) ☐	**G** (Financial Transaction Schedules)