

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>03/01/2013</u> and ending <u>02/28/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information						
1a Name of plan <u>THE RITE AID PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/31/1965</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>03/31/1965</u>			
1b Three-digit plan number (PN) ▶	<u>002</u>						
1c Effective date of plan <u>03/31/1965</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RITE AID CORPORATION</u> <u>P.O.BOX 3165</u> <u>HARRISBURG, PA 17105</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>23-1614034</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>717-761-2633</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>446110</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-1614034</u>		2c Sponsor's telephone number <u>717-761-2633</u>		2d Business code (see instructions) <u>446110</u>	
2b Employer Identification Number (EIN) <u>23-1614034</u>							
2c Sponsor's telephone number <u>717-761-2633</u>							
2d Business code (see instructions) <u>446110</u>							

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	12/12/2014	KENNETH C. BLACK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	12/12/2014	KENNETH C. BLACK
	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) <u>RONALD ARCULEO</u> <u>DELOITTE TAX LLP</u> <u>1700 MARKET STREET</u> <u>PHILADELPHIA, PA 19103</u>			Preparer's telephone number (optional) <u>215-246-2300</u>

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address EMPLOYEE BENEFITS ADMINISTRATION COMMITTEE P.O. BOX 3165 HARRISBURG, PA 17105-3165		3b Administrator's EIN 23-1614034 3c Administrator's telephone number 717-761-2633
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 11120
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 5881
b Retired or separated participants receiving benefits		6b 2630
c Other retired or separated participants entitled to future benefits.....		6c 1756
d Subtotal. Add lines 6a , 6b , and 6c		6d 10267
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 217
f Total. Add lines 6d and 6e		6f 10484
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 231
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: 1B 1C 1I		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 03/01/2013 and ending 02/28/2014

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

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

A Name of plan <u>THE RITE AID PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>RITE AID CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1614034</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>114774620</u>
b Actuarial value	2b <u>110908624</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>2709</u> <u>49069181</u>
b For terminated vested participants.....	3b <u>1934</u> <u>20760201</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>765604</u>
(2) Vested benefits	3c(2) <u>45322325</u>
(3) Total active.....	3c(3) <u>6477</u> <u>46087929</u>
d Total.....	3d <u>11120</u> <u>115917311</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.35 %</u>
6 Target normal cost.....	6 <u>3730190</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>11/24/2014</u>
	Signature of actuary	Date
<u>SUSAN C. FLYNN</u>		<u>14-05953</u>
	Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES</u>		<u>+7323022116</u>
	Firm name	Telephone number (including area code)
<u>400 ATRIUM DRIVE</u> <u>SOMERSET, NJ 08873</u>		
	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>8.69</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		390421
b Interest on (a) using prior year's effective interest rate of <u>7.07</u> % except as otherwise provided (see instructions)		27603
c Total available at beginning of current plan year to add to prefunding balance		418024
d Portion of (c) to be added to prefunding balance		418024
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	418024

Part III Funding Percentages		
14 Funding target attainment percentage	14	95.31 %
15 Adjusted funding target attainment percentage	15	95.31 %
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	101.50 %
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
02/14/2014	8000000				
06/13/2014	1158967				
			Totals ►	18(b)	9158967
				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	8612205
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
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	3730190	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	5426711	905675	
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	4635865	
	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	4635865	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	8612205	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3976340	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 03/01/2013 and ending 02/28/2014	
A Name of plan THE RITE AID PENSION PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 RITE AID CORPORATION	D Employer Identification Number (EIN) 23-1614034

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	642698	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ASSOCIATES, LLC

22-2232264

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15	RECORDKEEPING	480178	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CONRAD M. SIEGEL, INC.

23-1669823

(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	RECORDKEEPING	267249	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)

MERCER HUMAN RESOURCE CONSULTING

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	103713	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DELOITTE & TOUCHE

13-5133500

(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	ACCOUNTING	37500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: ROBERT A. WRIGHT	b EIN: 13-2834414
c Position: ACTUARY	
d Address: 1717 ARCH STREET, SUITE 1100 PHILADELPHIA, PA 19103	e Telephone: 215-982-4600

Explanation: CHANGE IN SERVICE PROVIDERS

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.
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For calendar plan year 2013 or fiscal plan year beginning 03/01/2013 and ending 02/28/2014

A Name of plan <u>THE RITE AID PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>RITE AID CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1614034</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TURNER LARGE-CAP FUND</u>			
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTIC</u>			
c EIN-PN <u>06-6275604-095</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DAILY LONG-TERM CREDIT BOND</u>			
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTIC</u>			
c EIN-PN <u>06-6275604-099</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNATIONAL EQUITY FUND</u>			
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTIC</u>			
c EIN-PN <u>06-6275604-014</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMALL-CAP FUND</u>			
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTIC</u>			
c EIN-PN <u>06-6275604-090</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLTV SHORT TERM INVESTMENT FUND</u>			
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY</u>			
c EIN-PN <u>36-6036794-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID-CAP FUND</u>			
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY OF CONNECTIC</u>			
c EIN-PN <u>06-6275604-049</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LONG CREDIT BOND FUND</u>			
b Name of sponsor of entity listed in (a): <u>HEWITT ENNISKNUPP, INC.</u>			
c EIN-PN <u>27-2436452-007</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>47359343</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP EQUITY INDEX FUND**b** Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-006</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>40913511</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: NON-US EQUITY INDEX FUND**b** Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>20401597</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL AND MID-CAP EQUITY FUND**b** Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18071038</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMP INV FD**b** Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN <u>27-2436452-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2239028</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 03/01/2013 and ending 02/28/2014		
A Name of plan THE RITE AID PENSION PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 RITE AID CORPORATION	D Employer Identification Number (EIN) 23-1614034	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	150002	3475
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)	114624618	128984516
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	114774620	128987991

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	114774620	128987991
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8000569	
(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)		8000569

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)		
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(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)		16141302
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		24141871

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7686881	
(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)		7686881
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)	1271016	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	103713	
(4) Other	2i(4)	866890	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2241619
j Total expenses. Add all expense amounts in column (b) and enter total	2j		9928500

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		14213371
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 03/01/2013 and ending 02/28/2014

A Name of plan <u>THE RITE AID PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RITE AID CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1614034</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-1669823</u> <u>22-2232264</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>293</u>

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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: 62% Investment-Grade Debt: 38% High-Yield Debt: 0% Real Estate: 0% Other: 0%

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):

Rite Aid Pension Plan

Employer ID No.: 23-1614034
Plan No.: 002

Financial Statements as of and for the
Years Ended February 28, 2014 and 2013,
Supplemental Schedules as of and for the
Year Ended February 28, 2014, and
Independent Auditors' Report

RITE AID PENSION PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of and Participants in
The Rite Aid Pension Plan
Harrisburg, Pennsylvania:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements and supplemental schedules of The Rite Aid Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of February 28, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. 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 information summarized in Note 4, which was certified by The Bank of New York Mellon and The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that The Bank of New York Mellon held the Plan's investment assets and executed investment transactions from October 1, 2013, to February 28, 2014, and that The Northern Trust Company held the Plan's investment assets and executed investment transactions as of February 28, 2013, and for the period of March 1, 2012, to September 30, 2013. The Plan Administrator has obtained certifications from the trustees as of and for the years ended February 28, 2014 and 2013, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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.

Other Matter

The supplemental schedules listed in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

Deloitte & Touche LLP

December 12, 2014

RITE AID PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF FEBRUARY 28, 2014 AND 2013

	2014	2013
ASSETS:		
Investments—at estimated fair value --Non participant directed	<u>\$ 128,984,516</u>	<u>\$ 114,624,618</u>
Total investments	<u>128,984,516</u>	<u>114,624,618</u>
Receivables:		
Pending sales transaction	-	150,000
Cash from prior trustee	3,449	-
Interest and dividends	<u>26</u>	<u>2</u>
Total receivables	<u>3,475</u>	<u>150,002</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 128,987,991</u></u>	<u><u>\$ 114,774,620</u></u>

See notes to financial statements.

RITE AID PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED FEBRUARY 28, 2014 AND 2013

	2014	2013
ADDITIONS:		
Contributions—employer	\$ 8,000,569	\$ 2,092,729
Total contributions	<u>8,000,569</u>	<u>2,092,729</u>
Investment income:		
Net appreciation in fair value of investments	16,141,162	9,843,929
Interest	<u>140</u>	<u>549</u>
Total investment income	<u>16,141,302</u>	<u>9,844,478</u>
DEDUCTIONS:		
Benefit payments	7,686,881	6,644,438
Federal tax payments	8,926	
Administrative expenses	<u>2,232,693</u>	<u>2,205,450</u>
Total deductions	<u>9,928,500</u>	<u>8,849,888</u>
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	14,213,371	3,087,319
NET ASSETS AVAILABLE FOR BENEFITS—Beginning of year	<u>114,774,620</u>	<u>111,687,301</u>
NET ASSETS AVAILABLE FOR BENEFITS—End of year	<u>\$ 128,987,991</u>	<u>\$ 114,774,620</u>

See notes to financial statements.

RITE AID PENSION PLAN

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED FEBRUARY 28, 2014 AND 2013

1. PLAN DESCRIPTION

The following brief description of the Rite Aid Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General—The Plan is a defined benefit pension plan that specifies a determinable pension benefit, usually based on factors such as age, years of service, and salary. The Plan covers eligible classes, as defined, of employees of Rite Aid Corporation and its subsidiaries (the “Plan Sponsor” or the “Plan Administrator”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective March 1, 2008, the Rite Aid Corporation Cash Balance Pension Plan (the “CB Plan”) was amended, in general, to provide a participant with nonforfeitable rights to 100% of accrued benefit at all times after the date on which such participant is credited with five years of service. Additionally, a participant who is credited with at least one hour of service on or after March 1, 2008, shall have nonforfeitable rights to 100% of accrued benefit at all times after the date on which such participant is credited with three years of service.

Effective October 1, 2013, Aon Hewitt became Plan actuary and Plan recordkeeper. Hewitt Ennis Knupp, an Aon company, became the investment manager and BNY Mellon became the custodian bank and trustee. In connection with the transition, the Plan’s investments in Northern Trust Company’s funds were liquidated and the proceeds reinvested in funds with similar characteristics as offered by BNY Mellon based on the Plan’s targeted investment allocation.

Participation—Effective December 31, 2001, participation in the plans was frozen for nonunion and nongrandfathered employees. Prior to December 2001, participation in the Rite Aid Corporation Defined Benefit Plan (the “DBR Plan”), the Rite Aid Corporation Plan (the “RAC Plan”), and the CB Plan was open to all eligible employees, as defined in the plans.

Effective December 31, 1993, participation in the Thrifty Payless, Inc. Pension Plan (the “TPI Plan”) was frozen. Prior to December 1993, participation in this plan was open to all qualified employees who were not covered by a collective bargaining agreement. Participation began upon completing one year of service of at least 1,000 hours.

Pension Benefits—Retirement benefits are paid either monthly or in a lump sum to pensioners or beneficiaries under various forms of joint and survivor annuities. The monthly pension benefits are equal to the following:

- Eligible employees of Rite Aid Corporation are entitled to monthly pension benefits equal to \$15 for every year of service, payable for life, with early retirement age of 55 years.
- Eligible employees of Rack Rite Distributors, Inc. and WRAC, Inc. are entitled to monthly pension benefits from \$10.5 to \$15 for every year of service earned before March 1, 1997, and \$20 for every additional year of service earned thereafter, payable for life, with early retirement age of 55 years.

- Eligible employees of Rite Aid of Pennsylvania, Inc. (excluding the Reading Division) are entitled to monthly pension benefits from \$7 to \$15 for every year of service, payable for life, with early retirement age of 55 years. The Plan was amended such that employees of Rite Aid of Pennsylvania, Inc. entering the bargaining unit after July 27, 2011, are no longer eligible to participate in the Plan.
- Eligible employees of Rite Aid of Pennsylvania, Inc.—Reading Division are entitled to monthly pension benefits from \$9.5 to \$15 for every year of service, payable for life, with early retirement age of 55 years. The Plan was amended such that employees of Rite Aid of Pennsylvania, Inc. entering the bargaining unit after July 27, 2011, are no longer eligible to participate in the Plan.
- Eligible employees of Rite Aid of Florida, Inc., Rite Aid of Kentucky, Inc., Rite Aid of South Carolina, Inc., Rite Aid of Michigan, Inc., and Concord Custom Cleaners are entitled to monthly pension benefits equal to \$7 for every year of service, up to a maximum of 30 years, payable for life, with early retirement age of 62 years.
- Eligible employees of Rite Aid Services, L.L.C. who are covered by a collective bargaining agreement with Local 614 the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America are entitled to monthly pension benefits from \$20 to \$27 for every year of service, payable for life, with early retirement age of 55. Effective April 18, 2012, the Plan was amended such that employees of Rite Aid Services, L.L.C. who are covered by a collective bargaining agreement with Local 614 the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America entering the bargaining unit after April 18, 2012, are no longer eligible to participate in the Plan.
- Eligible employees of ADAP, Inc. are entitled to monthly pension benefits from \$8 to \$10 for every year of service, up to a maximum of 30 years, payable for life, with early retirement age of 62 years.
- Eligible employees of the Rite Aid West Virginia Distribution Center are entitled to monthly pension benefits from \$9.25 to \$35 for every year of service, payable for life, with early retirement age of 55 years.
- Eligible employees of Rite Aid of Virginia, Inc. are entitled to monthly pension benefits from \$17.5 to \$20 for every year of service for pharmacists and \$7 per month per year of service for all other employees, payable for life, with early retirement age of 60 years.
- Eligible employees of Rite Aid Rome Distribution Center, Inc. are entitled to monthly pension benefits from \$15 to \$35 for every year of service, payable for life, with early retirement age of 55 years. Former employees of the Rite Aid Rome Distribution Center, Inc. are still entitled to the monthly pension benefits stated above; however, participants are no longer accruing benefits due to the Rome Distribution Center closure as of February 28, 2011.
- Eligible employees of Rite Aid of Ohio, Inc. are entitled to monthly pension benefits equal to \$7 for every year of service, payable for life, with early retirement age of 55 years.
- Eligible employees of Rite Aid of Maine, Inc., Rite Aid of New Hampshire, Inc., and Rite Aid of Vermont, Inc. are entitled to monthly pension benefits equal to \$8 for every year of service, up to a maximum of 30 years, payable for life, with early retirement age of 55 years.
- Eligible employees of Rite Aid of New York, Inc. are entitled to monthly pension benefits from \$10 to \$12 for every year of service, up to a maximum benefit of \$700 per month, ceasing after the lesser

of 120 payments or the participant's death, with early retirement age of 60 years. Effective March 15, 2012, the Plan was amended to cease future benefit accruals and freeze eligibility for employees of Rite Aid of New York, Inc. covered by a collective bargaining agreement with Local #23 of the United Food and Commercial Workers Union due to decertification of the union.

- Eligible employees of Rite Aid of New York, Inc. covered by a collective bargaining agreement with Local #1 of the United Food and Commercial Workers Union are entitled to monthly pension benefits from \$12 to \$14 for every year of service, up to a maximum benefit of \$800 per month, ceasing after the lesser of 120 payments or the participant's death, with early retirement age of 60 years. Effective June 30, 2013, the Plan was amended to cease future benefit accruals and freeze eligibility for employees of Rite Aid of New York, Inc. covered by a collective bargaining agreement with Local #1 of the United Food and Commercial Workers Union.
- Eligible employees of Rite Aid of West Virginia, Inc. are entitled to monthly pension benefits equal to \$16 for every year of service, up to a maximum benefit of \$600 per month, ceasing after the lesser of 120 payments or the participant's death, with early retirement age of 60 years. The Plan was amended such that employees of Rite Aid of West Virginia, Inc. are no longer eligible to accrue any additional benefits after December 31, 2011.
- Eligible employees of Rite Aid of Maryland, Inc. are entitled to monthly pension benefits, payable for life, based on wages earned and social security integration levels, with early retirement age of 55 years.
- Eligible employees of Rite Aid of Ohio LLC that are covered by a collective bargaining agreement with Local 75 (formerly NW Ohio Pension Fund participants) prior to January 1, 2013, are entitled to monthly pension benefits from \$11 to \$13.5 for each year of service, with early retirement age of 55 years.
- Eligible employees of Rite Aid of Ohio LLC that are covered by a collective bargaining agreement with Local 75 (formerly Central Ohio Pension Fund participants) prior to March 8, 2014, are entitled to monthly pension benefits equal to \$13.5 for each year of service, with early retirement age of 55 years.
- Eligible employees of Thrifty PayLess, Inc., doing business as Rite Aid in the following states: Alaska, Arizona, California, Colorado, Idaho, Nevada, Oregon, Utah, Washington, and Wyoming, are entitled to monthly benefits based upon annual employer contributions ranging from \$125 to \$1,000, calculated using the employee's age and a multiplier, as defined in the Plan.
- Eligible employees of Rite Aid distribution centers located in Wilsonville, Oregon; Woodland, California; Lancaster, California; Perryman, Maryland; and Winchester, Virginia are entitled to monthly benefits based upon annual employer contributions ranging from \$250 to \$1,800, calculated using the employee's age and a multiplier, as defined in the Plan. Former employees of the Rite Aid Distribution Center located in Ogden, Utah, are still entitled to the monthly pension benefits stated above; however, participants are no longer accruing benefits due to the closure of the Ogden Distribution Center.
- Eligible employees of Thrifty Corporation and former participants of the Thrifty Corporation Clerks and Pharmacists Pension Plan are entitled to monthly benefits based upon a formula of years of service and the participant's age, as defined in the Plan.

The early retirement benefit is the actuarial equivalent of the pension accrued to the date of early retirement. If employees terminate before rendering five years of service, they forfeit the right to receive their accumulated plan benefits.

Funding—Contributions to provide benefits under the Plan are made solely by the Plan Sponsor. The Plan Sponsor's funding policy is to make cash contributions to the Plan in an amount no less than the minimum funding requirements of ERISA as determined by the Plan's independent actuary. The Plan Sponsor met the minimum funding requirements of ERISA for the years ended February 28, 2014 and 2013.

Forfeitures—If a participant terminates employment before their accrued benefit derived from employer contributions is fully vested, the nonvested portion is forfeited. Any forfeitures arising in the operation of the Plan are applied toward reduction of the cost to fund and maintain the Plan.

Vesting—Participants in the DBR Plan, the RAC Plan, and the CB Plan fully vest in benefits after completing five years of credited service, normal retirement, death, or disability. Participants in the TPI Plan were 100% vested effective December 31, 1993. Effective March 1, 2008, the CB Plan was amended, in general, to provide that participants who are credited with at least one hour of service on or after March 1, 2008, be 100% vested at all times after the date on which such participant is credited with three years of service.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investments Valuation and Income Recognition—The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for additional information regarding valuation methodology.

The Plan's investments are held in the Rite Aid Master Retirement Pension Trust. However, only the Rite Aid Pension Plan participates in this master trust.

Common collective trust funds are stated at fair value as determined by the issuer of the common collective trust funds based on the fair market value of the underlying investments.

The common collective trust funds may invest in fixed-interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed-income securities.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefit Obligations—Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits are expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries.

The actuarial present value of accumulated plan benefit obligations is determined by an independent actuary and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment. Significant assumptions underlying the actuarial computations as of March 1, 2013, are as follows:

Actuarial method	Standard unit credit cost method
Asset valuation method	Fair market value
Long-term rate of return	7.25%
Retirement age	Varying rates from ages 55 to 73+
Mortality rates	Generational RP-2000 Mortality Table for annuitants and nonannuitants, with longevity improvements since 2000 based on Scale AA

The actuarial present value of accumulated plan benefits as of March 1, 2013 and 2012, is as follows:

Inactive participants receiving benefits	\$ 45,393,534	\$ 38,459,069
Other participants	<u>59,974,644</u>	<u>59,334,592</u>
Total vested benefits	105,368,178	97,793,661
Nonvested benefits	<u>734,202</u>	<u>865,508</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 106,102,380</u>	<u>\$ 98,659,169</u>

The changes in accumulated plan benefits between the valuation dates are as follows:

Actuarial present value of accumulated plan benefits—March 1, 2012	<u>\$ 98,659,169</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated	1,251,203
Interest due to the decrease in the discount period	7,280,283
Plan amendment	-
Benefits paid	(6,644,438)
Change in actuarial assumptions	<u>5,556,163</u>
Net increase	<u>7,443,211</u>
Actuarial present value of accumulated plan benefits—March 1, 2013	<u>\$106,102,380</u>

The foregoing actuarial assumptions are based on the presumption that the Plan will continue indefinitely. If the Plan were to be terminated, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that certain changes in these estimates and assumptions could be material to the financial statements.

Administrative Expenses—Administrative expenses of the Plan are paid by either the Plan or the Plan Sponsor, as provided in the Plan document. During the years ended February 28, 2014 and 2013, the

Plan's expenses primarily included payments to the Plan's trustee, actuary, and recordkeeper for services rendered, substantially all of which were paid by the Plan. All other expenses were paid by the Plan Sponsor.

Payment of Benefits—Benefit payments to participants are recorded upon distribution.

Use of Estimates—The preparation of financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the reported changes to the Plan's net assets available for benefits during the reporting period. Actual results may differ from those estimates and assumptions.

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

Plan contributions are made, and the actuarial present value of accumulated plan benefits are 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.

3. FAIR VALUE MEASUREMENTS

In accordance with Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurements*, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. A summary of the Plan's investments measured at fair value on a recurring basis at February 28, 2014 and 2013, is set forth by level within the fair value hierarchy as follows:

	Fair Value Measurements at February 28, 2014, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Equity securities:				
AGT Non-US Ative Equity	\$ -	\$ 20,401,597	\$ -	\$ 20,401,597
AGT US Large Cap Passive Equity	-	40,913,511	-	40,913,511
AGT US Small-Mid Cap Active Equity	-	18,071,038	-	18,071,038
Fixed income—long-term credit				
AGT US Long Fixed Active CR	-	47,359,343	-	47,359,343
Other types of investments—short term investments	<u>-</u>	<u>2,239,027</u>	<u>-</u>	<u>2,239,027</u>
Total	<u>\$ -</u>	<u>\$ 128,984,516</u>	<u>\$ -</u>	<u>\$ 128,984,516</u>

	Fair Value Measurements at February 28, 2013, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Equity securities				
International equity	\$ -	\$ 17,198,689	\$ -	\$ 17,198,689
Large cap	-	35,098,283	-	35,098,283
Mid cap	-	12,411,520	-	12,411,520
Small cap	-	4,085,853	-	4,085,853
Fixed income—long term credit				
Bond index	-	45,816,492	-	45,816,492
Other types of investments—short- term investments	<u>-</u>	<u>13,781</u>	<u>-</u>	<u>13,781</u>
Total	<u>\$ -</u>	<u>\$ 114,624,618</u>	<u>\$ -</u>	<u>\$ 114,624,618</u>

For the years ended February 28, 2014 and 2013, there were no significant transfers in or out of Levels 1, 2, or 3.

The following is a description of the valuation methodologies used for instruments measured at fair value as well as the general classification of such instruments pursuant to the valuation hierarchy:

Common and Collective Trusts—Common collective trust funds are stated at fair value as determined by the issuer of the common collective trust funds based on the fair market value of the underlying investments in accordance with ASC Topic 820. Therefore, the Plan classifies common and collective trusts as Level 2 securities in the fair value hierarchy. The underlying investments mainly consist of equity and fixed-income securities funds that are valued based on the daily closing price as reported by the fund.

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

4. INFORMATION CERTIFIED BY THE TRUSTEES AND CUSTODIAN

The following is a summary of the unaudited information regarding the Plan as of February 28, 2014 and 2013, and for the years then ended, included in the Plan's financial statements and supplemental schedules, that was prepared by The Bank of New York Mellon, trustee of the Plan for the period of October 1, 2013, to February 28, 2014, and The Northern Trust Company, the trustee of the Plan for the period of March 1, 2012, to September 30, 2013, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustees that such information is complete and accurate for the years ended February 28, 2014 and 2013.

	2014	2013
Equity securities:		
International equity	\$ 20,401,597	\$ 17,198,689
Large cap	40,913,511	35,098,283
Small-mid cap	18,071,038	16,497,373
Fixed income—long-term credit:		
AGT US Long Fixed Active	47,359,343	-
Bond index	-	45,816,492
Other types of investments—short-term investments	<u>2,239,027</u>	<u>13,781</u>
Total investments—common collective trusts	<u>\$128,984,516</u>	<u>\$114,624,618</u>

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in values for the years ended February 28, 2014 and 2013, as follows:

Equity securities:		
International equity	\$ 3,181,468	\$ 1,683,183
Large cap	8,852,214	3,188,763
Small-mid cap	4,039,852	1,749,827
Fixed income—long-term credit:		
Bond index	(3,091,715)	3,222,156
AGT US Long Fixed Active	3,159,343	-
Other types of investments—short-term investments:	-	-
Total appreciation	<u>\$ 16,141,162</u>	<u>\$ 9,843,929</u>

The Plan's interest for the years ended February 28, 2014 and 2013, is as follows:

Equity securities:		
International equity	\$ -	\$ 2
Large cap	-	38
Mid cap	-	13
Small cap	-	1
Fixed income—long term credit-		
Bond index	-	21
Other types of investments—short term investments:	<u>140</u>	<u>474</u>
Total interest	<u>\$ 140</u>	<u>\$ 549</u>

The trustee of the Plan also certified the information contained in the supplemental schedules, Form 5500, Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) and Form 5500, Schedule H, Part IV, Line 4j—Schedule of Reportable Transactions.

5. TAX STATUS

The Plan obtained its latest determination letter dated November 20, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of February 28, 2014, 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 for any tax periods in progress. Tax years 2011, 2012, and 2013 remain open to audit.

6. PLAN TERMINATION

Although it has not expressed any intention to do so, the Plan Sponsor has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty while other benefits may not be provided for at all.

7. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of funds managed by The Bank of New York Mellon, trustee of the Plan for the period October 1, 2013, to February 28, 2014, and The Northern Trust Company for the period March 1, 2012, to September 30, 2013. The transactions related to such investments qualify as party-in-interest transactions. Fees paid by the Plan for the investment management and trustee services for the years ended February 28, 2014 and 2013, were \$777,314.72 and \$710,742.02, respectively.

8. SUBSEQUENT EVENTS

For the Plan year ended February 28, 2014, subsequent events were evaluated through December 12, 2014, the date the financial statements were available to be issued.

The Plan was amended on November 10, 2014, to allow terminated vested employees a one-time election to receive a full distribution of their account balance. Terminated vested employees will have a six-week period beginning on November 10, 2014, to elect to receive a full distribution from the Plan in either a lump sum or an annuity. Distributions will be paid to the terminated vested employees in January and February 2015.

* * * * *

SUPPLEMENTAL SCHEDULES

RITE AID PENSION PLAN

EMPLOYER ID NO.: 23-1614034

PLAN NO.: 002

**FORM 5500, SCHEDULE H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF FEBRUARY 28, 2014**

Identity of Issuer	Description of Investment	Cost	Value
* AonHewitt Group Trust	AGT US Long Fixed Active	\$ 44,200,000	\$ 47,359,343
* AonHewitt Group Trust	Large Cap	36,782,243	40,913,511
* AonHewitt Group Trust	International Equity	19,567,906	20,401,597
* AonHewitt Group Trust	Small-Mid-Cap	16,760,540	18,071,038
* BNY Mellon	Short Term Investment	<u>2,239,028</u>	<u>2,239,027</u>
		<u>\$ 119,549,717</u>	<u>\$ 128,984,516</u>

* Party in interest

PLAN NO.: 002

**FORM 5500, SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED FEBRUARY 28, 2014**

Identity of Party Involved	Description of Assets	Total Number of Transactions	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
INDIVIDUAL TRANSACTIONS							
Northern Trust Co.	International Equity		\$ -	\$ -	\$ 12,846,388	\$ 18,128,548	\$ 5,282,160
* Northern Trust Co.	Long-Term Credit Bond Index		-	-	36,249,145	44,424,777	8,175,632
* Northern Trust Co.	Large Cap		-	-	25,720,501	36,186,984	10,466,483
* Northern Trust Co.	Mid Cap Fund		-	-	7,818,849	12,367,064	4,548,215
* BNY Mellon	BNY Mellon Cash Reserve		8,000,000	-	-	-	-
* BNY Mellon	BNY Mellon Cash Reserve		-	8,000,000	8,000,000	8,000,000	-
* BNY Mellon	EB Temp Inv Fund		8,000,000	-	8,000,000	8,000,000	-
* BNY Mellon	EB Temp Inv Fund		-	7,000,000	7,000,000	7,000,000	-
SERIES OF TRANSACTIONS							
* Northern Trust Co.	Daily Long-Term Credit Bond Index Fund	3	\$ 3,250,000	\$ -	\$ 3,250,000	\$ 3,250,000	\$ -
* Northern Trust Co.	Daily Long-Term Credit Bond Index Fund	4	-	45,974,777	37,385,949	45,974,777	8,588,828
* Northern Trust Co.	Large-Cap Fund	8	-	39,786,985	28,457,562	39,786,985	11,329,423
* Northern Trust Co.	International Equity Fund	4	-	19,478,548	13,872,880	19,478,548	5,605,668
* COLTV	Short Term investment Fund	51	2,967,852	-	2,967,852	2,967,852	-
* COLTV	Short Term investment Fund	35	-	2,981,633	2,981,633	2,981,633	-
* Northern Trust Co.	Mid-Cap Fund	5	-	14,217,064	9,082,655	14,217,064	-
* BNY Mellon	BNY Mellon Cash Reserve	4	8,047,867	-	8,047,867	8,047,867	-
* BNY Mellon	BNY Mellon Cash Reserve	4	-	8,047,867	8,047,867	8,047,867	-
* BNY Mellon	EB Temp Inv Fund	18	11,609,820	-	11,609,820	11,609,820	-
* BNY Mellon	EB Temp Inv Fund	14	-	9,370,791	9,370,791	9,370,791	-
* Party in interest.							

SCHEDULE SB
(Form 5500)Department of the Treasury
Internal Revenue ServiceDepartment 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 03/01/2013 and ending 02/28/2014

► 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 THE RITE AID PENSION PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF RITE AID CORPORATION		D Employer Identification Number (EIN) 23-1614034
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>3</u> Day <u>1</u> Year <u>2013</u>		
2 Assets:		
a Market value	2a	114,774,620
b Actuarial value	2b	110,908,624
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 2,709	49,069,181
b For terminated vested participants	3b 1,934	20,760,201
c For active participants:		
(1) Non-vested benefits	3c(1)	765,604
(2) Vested benefits	3c(2)	45,322,325
(3) Total active	3c(3) 6,477	46,087,929
d Total	3d 11,120	115,917,311
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	6.35 %
6 Target normal cost	6	3,730,190

Statement by Enrolled Actuary

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

SIGN HERE	<u>Susan C. Flynn</u> <u>SCF</u> Signature of actuary	<u>11/24/2014</u> Date
<u>SUSAN C. FLYNN</u> Type or print name of actuary		<u>14-05953</u> Most recent enrollment number
<u>Hewitt Associates</u> Firm name		<u>+732 3022116</u> Telephone number (including area code)
<u>400 ATRIUM DRIVE</u> Address of the firm	<u>SOMERSET NJ 08873</u>	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>8.69</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		390,421
b Interest on (a) using prior year's effective interest rate of <u>7.07</u> % except as otherwise provided (see instructions)		27,603
c Total available at beginning of current plan year to add to prefunding balance		418,024
d Portion of (c) to be added to prefunding balance		418,024
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	418,024

Part III Funding Percentages

14 Funding target attainment percentage	14	95.31 %
15 Adjusted funding target attainment percentage	15	95.31 %
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	101.50 %
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
02/14/2014	8,000,000				
06/13/2014	1,158,967				
Totals ▶			18(b)	9,158,967	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 8,612,205
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
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	3,730,190										
b Excess assets, if applicable, but not greater than line 31a	31b	0										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>5,426,711</td> <td>905,675</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	5,426,711	905,675	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	5,426,711	905,675										
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	4,635,865										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....		0	0									
36 Additional cash requirement (line 34 minus line 35).....	36	4,635,865										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	8,612,205										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	3,976,340										
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
Rite Aid Corporation Pension Plan
EIN: 23-1614034 PN: 002

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2013

Date	Amount	Days to Discount to 3/1/2013 at 6.35%	Interest Adjusted Contribution
February 14, 2014	\$ 8,000,000	350	\$ 7,541,388
June 13, 2014	<u>1,158,967</u>	469	<u>1,070,817</u>
Total Contribution	\$ 9,158,967		\$ 8,612,205

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	7.00%	1.0000	3.85
56	7.00%	0.9300	3.65
57	7.00%	0.8649	3.45
58	7.00%	0.8044	3.27
59	7.00%	0.7481	3.09
60	7.00%	0.6957	2.92
61	10.00%	0.6470	3.95
62	15.00%	0.5823	5.42
63	10.00%	0.4949	3.12
64	15.00%	0.4455	4.28
65	25.00%	0.3786	6.15
66	20.00%	0.2840	3.75
67	20.00%	0.2272	3.04
68	20.00%	0.1817	2.47
69	20.00%	0.1454	2.01
70	20.00%	0.1163	1.63
71	20.00%	0.0931	1.32
72	20.00%	0.0744	1.07
73	100.00%	0.0596	4.35
Weighted Average			62.79

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with no lookback (as of March 2013), 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 no lookback (as of March 2013), without regard to the MAP-21 interest rate corridor
1st Segment Rate	1.54%
2nd Segment Rate	4.28%
3rd Segment Rate	5.32%
Salary Increases	4.50%
Cash Balance Interest Crediting Rate	5.00%
Cash Balance Annuity Conversion Rate	Current IRC section 417(e) table for lump sums
Optional Payment Form Election Percentage	See Table 1
Lump Sum Optional Payment Form Conversion Interest Rate	Same as funding interest rates above for lump sums
Lump Sum Optional Payment Form Conversion Mortality	Current IRC section 417(e) table for lump sums
Retirement Age	
Active Participants	See Table 2
Terminated Vested Participants	Age 63 (Age 65 for Annex B)
Mortality Rates	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 3
Disability Rates	None
Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
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Surviving Spouse Benefit

Males: It is assumed that 85% of males have an eligible spouse and that males are four years older than the females

Females : It is assumed that 50% of females have an eligible spouse and that males are two years older than the females

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 24 months, 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).

Trust Expenses Included in Target Normal Cost

\$1,700,000

Actuarial Method

Standard unit credit cost method

Valuation Date

March 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
EIN: 23-1614034 PN: 002

Table 1

Optional Form Election Assumption

Cash Balance Formula

Status	Lump Sum	Life Annuity	100% J&S	50% J&S
Male Actives	75%	10%	15%	0%
Female Actives	75%	20%	0%	5%
Male Term Vested	75%	10%	15%	0%
Female Term Vested	75%	20%	0%	5%
Deaths	100%	0%	0%	0%

Other

Status	Lump Sum	Life Annuity	100% J&S	50% J&S
Male Actives	0%	40%	60%	0%
Female Actives	0%	85%	0%	15%
Male Term Vested	0%	40%	60%	0%
Female Term Vested	0%	85%	0%	15%
Deaths	0%	100%	0%	0%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
EIN: 23-1614034 PN: 002

Table 2

Retirement Rates

Age	Rate
55	7.00%
56	7.00%
57	7.00%
58	7.00%
59	7.00%
60	7.00%
61	10.00%
62	15.00%
63	10.00%
64	15.00%
65	25.00%
66	20.00%
67	20.00%
68	20.00%
69	20.00%
70	20.00%
71	20.00%
72	20.00%
73+	100.00%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
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Table 3

Select Withdrawal Rates

Years of Service	Rate
0	30.0%
1	28.0%
2	26.0%
3	23.0%
4	22.0%
5	20.0%
6	19.0%

Ultimate Withdrawal Rates

Age	Rate	Age	Rate
25	19.0%	45	7.0%
26	17.8%	46	6.8%
27	16.6%	47	6.6%
28	15.4%	48	6.4%
29	14.2%	49	6.2%
30	13.0%	50	6.0%
31	12.0%	51	6.0%
32	11.0%	52	6.0%
33	10.0%	53	6.0%
34	9.0%	54	6.0%
35	8.0%	55	6.0%
36	7.8%	56	5.8%
37	7.6%	57	5.6%
38	7.4%	58	5.4%
39	7.2%	59	5.2%
40	7.0%	60	5.0%
41	7.0%	61	4.0%
42	7.0%	62	3.0%
43	7.0%	63	2.0%
44	7.0%	64	1.0%
		65	0.0%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
EIN: 23-1614034 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Annex A: Dollar Times Service Locations

Effective Date and Plan Year

March 31, 1965. Effective as of February 28, 2002, the Rite Aid Corporation was merged with, and became a part of, Annex A to The Rite Aid Pension Plan. The Pension Plan for Rite Aid Corporation employees of Rite Aid was amended and restated on January 1, 2010.

Eligibility for Participation

Employees who are not covered under another retirement plan to which Rite Aid contributes, and who are employed by:

- Rack Rite Distributors, Inc.;
- Rite Aid Corporation on a non-administrative basis;
- Rite Aid of Pennsylvania, Inc. and are covered by a collective bargaining agreement between the employer and Local #1776 of the Retail Store Employees Union;
- Rite Aid of Pennsylvania, Inc. in the Reading, PA area;
- Rite Aid Rome Distribution Center, Inc. on a non-managerial, non-supervisory basis;
- Rite Aid West Virginia Distribution Center on a non-managerial, non-supervisory basis;
- Rite Aid of Florida, Inc., either as a store employee or as a distribution center employee, on a non-managerial, non-supervisory basis;
- Rite Aid Virginia, Inc. as a pharmacist and are covered by a collective bargaining agreement between the employer and Local #400 of the UFCW;
- Rite Aid of Virginia, Inc. either as a distribution center employee on a non-managerial, non-supervisory basis or as an employee who formerly participated in the predecessor Gray Drug plan;
- Rite Aid of Michigan, Inc. on a non-union, non-managerial, non-supervisory basis;
- Rite Aid of Kentucky, Inc. on a non-union, non-managerial, non-supervisory basis;
- Rite Aid of South Carolina, Inc., either as a store employee or as a distribution center employee, on a non-union, non-managerial, non-supervisory basis;

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
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- Rite Aid of Maine, Inc., Rite Aid of New Hampshire, or Rite Aid of Vermont, Inc., either as an hourly paid employee or as an assistant store manager;
- Rite Aid of Ohio, Inc. on a non-union, non-managerial, non-supervisory basis;
- Pontiac Michigan Distribution Center (Local 614) on or after May 1, 2005.

Effective January 1, 2002, no non-grandfathered members shall first participate in the plan.

Normal Retirement
Eligibility

Age 65 and five years of service.

Benefit

A participant's annual accrued benefit is equal to a dollar amount for each year of benefit service earned from a specified start date (if applicable) and subject to the benefit service cap (if applicable). The table shown below summarizes the dollar amounts and specified dates for each participating group.

Effective January 1, 2002, only grandfathered members shall continue to accrue a benefit.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
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Participating Group	Annual Multiplier	Service Start Date	Benefit Service Cap
Rack Rite Distributors	\$240 ¹	March 1, 1997	N/A
Rack Aid corporation	192	N/A	N/A
Rite Aid of Pennsylvania (Reading)	180	N/A	N/A
Rite Aid of Pennsylvania (all other)	180	N/A	N/A
Rite Aid Rome Distribution Center	420	N/A	N/A
Rite Aid West Virginia Distribution Center	420	N/A	N/A
Rite Aid of Florida	84	March 1, 1987	30 years
Rite Aid Virginia (pharmacists)	240	March 1, 1982	N/A
Rite Aid Virginia (all other)	84	June 1, 1987	N/A
Rite Aid of Michigan	84	N/A	30 years
Rite Aid of Kentucky	84	April 30, 1988	30 years
Rite Aid of South Carolina	84	N/A	N/A ²
Rite Aid of Maine	96	N/A	30 years
Rite Aid of New Hampshire	96	N/A	30 years
Rite Aid of Vermont	96	N/A	30 years
Rite Aid of Ohio	84	June 1, 1987 ³	N/A
Pontiac Distribution Center (Local 614) ⁴	240	N/A	N/A

Early Retirement
Eligibility

ADAP, Rite Aid of Florida, Rite Aid of Michigan, Rite Aid of Kentucky, or Rite Aid of South Carolina—Age 62 and five years of service.

Aid of Virginia—Age 60 and five years of service.

For all other participants—Age 55 and five years of service.

¹ Years of benefit service before March 1, 1997 have a multiplier of \$180.

² Store employees have a 30 year benefit service cap but distribution center employees have no cap.

³ For former participants of the People's Drug, Inc. Retirement Plan, the amount of pension earned under the prior plan is added to the pension accrued under this plan.

⁴ Participants of Local 614 who are in the job category of "semi-driver" who complete one hour of service on or after June 3, 2007 will be eligible for an annual multiplier of \$324.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
EIN: 23-1614034 PN: 002

Benefit	<p>A participant's accrued benefit as of his or her early retirement date, reduced by 6⅔% for each of the first five years (if applicable) and by 3⅓% for each of the next five years (if applicable) by which such date precedes his or her normal retirement date. This benefit is payable immediately. Alternatively, a participant can elect to receive an unreduced amount payable at his or her normal retirement date.</p> <p>A participant of Local 614 is eligible to receive an unreduced benefit upon retirement from active status after attainment of age 60 and five years of vesting service.</p>
Vested Termination Eligibility	Five years of vesting service.
Benefit	A participant's vested accrued benefit as of his or her termination date, payable at normal retirement date. Alternatively, a participant can elect to receive an actuarially reduced amount commencing on any date on or after his or her early retirement date.
Normal Form of Annuity Without Spouse	Single life annuity.
With Spouse	Joint and 50% survivor annuity actuarially reduced.
Optional Forms of Annuity	Life annuity Joint and 50% survivor annuity Joint and 75% survivor annuity Joint and 100% survivor annuity 60-months certain and life 120-months certain only 180-months certain and life
Actuarial Equivalence	Actuarial equivalence based on the Unisex Pension Table for 1984 with two-year age setback and a 7.00% Interest rate(see table of factors at end of appendix).
Definitions Grandfathered Member	<p>A participant who either:</p> <ul style="list-style-type: none">▪ Was active on January 1, 2002 and had attained age 40 with five years of vesting service; or▪ Is employed under a collective bargaining agreement.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
EIN: 23-1614034 PN: 002

Employee Contributions

The plan may accept mandatory contributions made by former Lane Drug Stores participants to the People's Drug Stores, Inc. Retirement Plan.

Benefit Service

A calendar year in which the employee completes at least 1,000 hours of service. The applicability of predecessor service varies by location and predecessor employer.

A special exception applies for employees who first became eligible to participate in the Rite Aid Corporation Pension Plan on September 29, 1998 as a result of the collective bargaining agreement with Local #1776 of the Retail Store Employees Union. These employees shall be credited with two years of service starting 1999 until their benefit service equals their vesting service.

Effective January 1, 2002, only grandfathered members shall receive additional years of benefit service.

Vesting Service

A calendar year in which the employee completes at least 1,000 hours of service. The applicability of predecessor service varies by location and predecessor employer.

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Annex B: Pay-Related Locations

Effective Date

November 1, 1952. Effective as of February 28, 2002, the Rite Aid Corporation Defined Benefit Retirement Plan was merged with, and became a part of, Annex B to The Rite Aid Pension Plan. The Pension Plan for Rite Aid Corporation Defined Benefit Retirement employees of Rite Aid was amended and restated on January 1, 2010.

Eligibility for Participation

Employees who are not covered under another retirement plan to which Rite Aid contributes, and who are employed by:

- Rite Aid of New York, Inc. or Rite Aid Corporation and were formerly employed by Daw Drug Company, Inc. on July 31, 1969;
- Rite Aid of New York, Inc. and are covered by a collective bargaining agreement between the employer and either Local #1 or Local #23 of the UFCW;
- Rite of Maryland, Inc. on a non-managerial, non-professional basis;
- Rite Aid of Maryland, Inc. on a managerial or professional basis and were participating in the plan on January 1, 1978;
- Rite Aid of West Virginia, Inc. or Rite Aid Corporation and were formerly employed by Cohen Drug Company, Inc. on June 30, 1971; or
- Rite Aid of West Virginia, Inc. and are covered by a collective bargaining agreement between the employer and retail, Wholesale and Department Store Employees Union.

Effective January 1, 2002, no non-grandfathered members shall first participate in the plan.

Effective December 31, 2011, future eligibility and future benefit accruals were frozen for employees of Rite Aid of West Virginia.

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Normal Retirement

Eligibility

Age 65 and five years of vesting service.

Benefit

For Rite Aid of New York, a participant's annual accrued benefit is equal to the greater of (a) or (b), subject to an overall maximum of 8,400 (\$9600 for Local #1):

(a) The sum of the following:

- (1) December 31, 1988 accrued benefit; plus
- (2) 0.50% of calendar-year compensation for each year of benefit service after 1988; plus
- (3) 0.50% of calendar-year compensation in excess of the integration level for each year of benefit service after 1988 (up to 35 years).

(b) \$120 (\$144 for Local #1) for each of the first five years of benefit service and \$144 (\$168 for Local #1) for each of the next five years.

For Rite Aid of Maryland, a participant's annual accrued benefit is equal to the greater of (a) or (b):

(a) The sum of the following:

- (1) December 31, 1988 accrued benefit; plus
- (2) 0.75% of compensation up to SS integration level for each year of benefit service after 1988; plus
- (3) 0.50% of compensation in excess of the Integration Level for each year of benefit service after 1988 (up to 35 years).

(b) The actuarial equivalent of a participant's prior profit sharing account.

For Rite Aid of West Virginia, a participant's annual accrued benefit is equal to the greatest of (a), (b), or (c), subject to an overall maximum of \$7200:

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- (a) The sum of the following:
- (1) 0.375% of average annual compensation multiplied by years of benefit service through December 31, 2011; plus
 - (2) 0.375% of average annual compensation in excess of \$6,600 multiplied by years of benefit service through December 31, 2011 (up to 35 years).
- (b) The pension accrued to December 31, 1988.
- (c) Minimum Benefit: \$180 (\$192 for RWDSU Participants) for each year of benefit service through December 31, 2011.

Effective January 1, 2002, no non-grandfathered members shall first participate in the plan.

Effective December 31, 2011, future eligibility was frozen for employees of Rite Aid of West Virginia. A participant's accrued benefit payable as of his or her normal retirement date, payable immediately.

Early Retirement
Eligibility

Rite Aid of New York or Rite Aid of West Virginia—Age 60 and five years of service.

For all other participants—Age 55 and five years of service.

Benefit

A participant's accrued benefit as of his or her early retirement date, reduced by 6 $\frac{2}{3}$ % for each of the first five years (if applicable) and by 3 $\frac{1}{3}$ % for each of the next five years (if applicable) by which such date precedes his or her normal retirement date. This benefit is payable immediately. Alternatively, a participant can elect to receive an unreduced amount payable at his or her normal retirement date.

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Late Retirement
Eligibility

Participant who remains employed after normal retirement.

Benefit

The greater of a participant's accrued benefit at his or her late retirement date or the actuarially increased value of the benefit at the end of the prior calendar year, payable immediately.

Vested Termination
Eligibility

Five years of vesting service.

Benefit

A participant's accrued benefit as of his or her termination date, payable at normal retirement date. Alternatively, a participant can elect to receive an actuarially reduced amount commencing on any date on or after his or her early retirement date.

Surviving Spouse
Eligibility

Five years of vesting service. Participant and spouse must be married for the one year period prior to death.

Benefit

A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 50% of the amount payable if the participant had retired early with a 50% joint and survivor benefit.

Normal Form of Annuity
Without Spouse

Life annuity. For Rite Aid of New York participants prior to October 1, 1965 and Rite Aid of West Virginia participants with an accrued benefit in excess of the minimum benefit, the automatic form is the 120-months certain and life option if participant is not married.

With Spouse

Joint and 50% survivor annuity actuarially reduced.

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Optional Forms

Life annuity
Joint and 50% survivor annuity
Joint and 75% survivor annuity
Joint and 100% survivor annuity
60-months certain and life
120-months certain only
180-months certain and life

Preretirement Death

Eligibility

Death of a participant who has been married for at least one year and is vested.

Benefit

50% of the benefits to which a participant would be entitled had he/she terminated employment on his or her date of death (in case of a death from active status), elected payments at his or her earliest retirement date in the form of a joint and survivor annuity, survived to his or her earliest retirement date, and died immediately thereafter.

Alternatively, a surviving spouse can elect to defer commencement of this benefit to the participant's normal retirement date. Also if prior to his or her death the participant had elected a joint and survivor annuity with a different benefit continuation percentage, then that percentage will apply.

For Rite Aid Maryland, former participants in the Read Drug profit sharing plan receive the greater of the lump sum value of the preretirement surviving spouse benefit described above or the prior profit sharing account. The prior profit sharing account is payable to the participant's designated beneficiary, with any excess preretirement surviving spouse benefit being payable to the participant's surviving spouse.

Postretirement Death

Eligibility

Retired former participant in the Read Drug profit sharing plan.

Benefit

The designated beneficiary of a former participant in the Read Drug profit sharing plan is eligible to receive a postretirement death benefit to the extent any unpaid account balance remains at the time of his or her death.

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Actuarial Equivalence

Actuarial equivalence based on the Unisex Pension Table for 1984 with two-year age setback and a 7.00% interest rate (see table of factors at end of section).

Definitions

Average Annual Compensation

The average of a participant's annual compensation over the five consecutive calendar year period (or entire period of service if less) which produces the highest average in the last 10 consecutive years including the current year.

Pension Benefit Service

A calendar year in which the employee completes at least 1,000 hours of service. The applicability of predecessor service varies by location and predecessor employer.

Effective January 1, 2002, only grandfathered members shall receive additional years of benefit service.

Pension Qualification Service

A calendar year in which the employee completes at least 1,000 hours of service. The applicability of predecessor service varies by location and predecessor employer.

Integration Level

The integration level in effect for each calendar year equals the covered compensation for an individual who attains social security retirement age during such year.

Average Annual Compensation

The average of a participant's annual compensation over the five consecutive calendar year period (or entire period of service if less) which produces the highest average in the last 10 consecutive years including the current year.

Grandfathered member A participant who either:

- Was active on January 1, 2002 and had attained age 40 with five years of vesting service; or
- Is employed under a collective bargaining agreement.

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Annex C: Cash Balance Locations

Effective Date

January 1, 1997. Effective as of February 28, 2002, the Rite Aid Corporation Cash Balance Pension Plan was merged with, and became a part of, Annex C to The Rite Aid Pension Plan. The Pension Plan for Rite Aid Corporation Cash Balance Pension Plan employees of Rite Aid was amended and restated on January 1, 2010.

Eligibility for Participation

All non-union, non-managerial, non-supervisory employees who:

- Attained age 21 and completed one year of eligibility service (1,000 hours); and
- Are not classified as “highly compensated employees” as defined in IRC section 414(q) under IRS regulations; and
- Are employed by either West Coast Distribution Centers, the West Coast Stores, the Maryland Distribution Center, or the Virginia Carpenter Shop.

Effective December 31, 2001, no non-grandfathered members shall first participate in the plan.

Normal Retirement

Eligibility

Age 65 and five years of vesting service.

Benefit

The actuarial equivalent of the participant’s accumulated cash balance account at his or her normal retirement date, payable immediately.

Early Retirement

Eligibility

Age 55 and five years of vesting service.

Benefit

The actuarial equivalent of the participant’s accumulated cash balance account at his or her early retirement date, payable immediately.

Late Retirement

Eligibility

Participant who remains employed after normal retirement.

Benefit

The actuarial equivalent of the participant’s accumulated cash balance account at his or her late retirement date, payable immediately.

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Vested Termination
Eligibility

Three years of vesting service.

Benefit

The actuarial equivalent of the participant's accumulated cash balance account at his or her late retirement date, payable at normal retirement date. Alternatively, a participant can elect to receive an actuarially reduced amount commencing on any date.

Surviving Spouse
Eligibility

Five years of vesting service. Participant and spouse must be married for the one year period prior to death.

Benefit

A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 100% of the amount payable if the participant had retired early with a 100% joint and survivor benefit.

Form of Annuity
Without Spouse

Life annuity. For Rite aid of New York participants prior to October 1, 1965 and Rite Aid of West Virginia participants with an accrued benefit in excess of the minimum benefit, the automatic form is the 120-months certain and life option if participant is not married.

With Spouse

Joint and 50% survivor annuity actuarially reduced.

Optional Forms of Annuity

Life annuity
Joint and 50% survivor annuity
Joint and 75% survivor annuity
Joint and 100% survivor annuity
60-months certain and life
120-months certain only
180-months certain and life

Actuarial Equivalence

Actuarial equivalence based on the Unisex Pension Table for 1984 with two-year age setback and a 7.00% interest rate.

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Rite Aid Corporation Pension Plan
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Definitions

Grandfathered Member

A participant who either:

- Was active on January 1, 2002 and had attained age 40 with five years of vesting service; or
- Was active on January 1, 1997 with at least 15 years of vesting service.

Employee Contributions

None.

Credited Service

A plan year in which the employee completes at least 1,000 hours of service.

Vesting Service

A calendar year in which the employee completes at least 1,000 hours of service.

Accrued Benefit

A cash balance account shall be maintained for each participant subject to the following:

- A contribution is credited to the cash balance account as of the last day of each plan year in which an eligible participant completes 1,000 hours of service as shown in the table of contribution credits.
- There is a special transition rule for West Coast Distribution center and West coast store participants who had completed 15 years of vesting service as of January 1, 1997. For these participants the contribution credited to the cash balance account each plan year equals the contribution credit times the service multiplier, as shown in the table of service multipliers.
- Interest is credited to the cash balance account at the end of each month, at a fixed rate for each calendar year. The annualized interest credit rate is equal to the lesser of 8% or the applicable interest rate under IRC section 417(e)(3)(A)(ii)(II) for the second month preceding the beginning of the plan year.

Effective January 1, 2012, only grandfathered members shall receive a contribution credit. All Rite Aid Stores which are located in one of the following States: Alaska, Arizona, California, Colorado, Idaho, Nevada, Oregon, Utah, Washington and Wyoming.

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Cash Balance Contributions

Age	Contribution	Age	Contribution
21	\$125	44	\$359
22	\$125	45	\$377
23	\$129	46	\$396
24	\$135	47	\$416
25	\$142	48	\$436
26	\$149	49	\$458
27	\$157	50	\$481
28	\$164	51	\$505
29	\$173	52	\$530
30	\$181	53	\$557
31	\$190	54	\$585
32	\$200	55	\$614
33	\$210	56	\$645
34	\$220	57	\$677
35	\$231	58	\$711
36	\$243	59	\$746
37	\$255	60	\$784
38	\$268	61	\$823
39	\$281	62	\$864
40	\$295	63	\$907
41	\$310	64	\$952
42	\$326	65 or Over	\$1,000
43	\$342		

All Rite Aid's distribution centers located in one of the following States:

- Rite Aid Distribution Center in Wilsonville, Oregon
- Rite Aid Distribution Center in Ogden, Utah
- Rite Aid Distribution Center in Woodland, California
- Rite Aid Distribution Center in Lancaster, California
- Rite Aid Distribution Center in Perryman, Maryland
- Rite Aid Distribution Center in Winchester, Virginia

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Cash Balance Contributions

Age	Contribution	Age	Contribution
21	\$250	44	\$646
22	\$250	45	\$678
23	\$250	46	\$712
24	\$250	47	\$748
25	\$256	48	\$785
26	\$268	49	\$825
27	\$282	50	\$866
28	\$296	51	\$909
29	\$311	52	\$955
30	\$326	53	\$1,002
31	\$343	54	\$1,052
32	\$360	55	\$1,105
33	\$378	56	\$1,160
34	\$397	57	\$1,218
35	\$417	58	\$1,279
36	\$437	59	\$1,343
37	\$459	60	\$1,410
38	\$482	61	\$1,481
39	\$506	62	\$1,555
40	\$532	63	\$1,633
41	\$558	64	\$1,714
42	\$586	65 or Over	\$1,800
43	\$615		

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Annex D: Former Thrifty PayLess, Inc. Employees

Effective Date	GRIP—January 1, 1997 and C&P—September 1, 1974. Effective as of February 28, 2002, the Thrifty PayLess, Inc Pension Plan was merged with, and became a part of, Annex D to The Rite Aid Pension Plan. The Pension Plan for Former Thrifty PayLess, Inc. employees of Rite Aid was amended and restated on January 1, 2010.
Eligibility for Participation	Effective December 31, 1993, participation in the plan was frozen for GRIP participants. Effective December 31, 1994, participation was frozen for the C&P Plan. As of December 1, 1995, all participants of the C&P Plan were merged into this plan.
Normal Retirement	
Eligibility	Age 65.
Benefit	A participant's frozen accrued benefit payable as of his or her normal retirement date, payable immediately.
Early Retirement	
Eligibility	GRIP—Age 55 and completion of 10 years vesting service. C&P—No early retirement provision.
Benefit	A monthly benefit equal to the normal retirement benefit reduced by 5/9% for each month the benefit commences before age 65 up to 60 months, and 5/18% for each month the benefit commences before you reach age 65 in excess of 60 months.
Late Retirement	
Eligibility	Participant who remains employed after normal retirement.
Benefit	A monthly benefit equal to the normal retirement benefit actuarially increased to reflect the deferred payments of benefits.

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Vested Termination

Eligibility

Five years of vesting service.

Benefit

A participant's accrued benefit as of his or her termination date, payable at normal retirement date. Alternatively, a participant can elect to receive an actuarially reduced amount commencing on any date on or after his or her early retirement date.

Normal Form of Annuity

Without Spouse

Life annuity.

With Spouse

Joint and 50% survivor annuity actuarially reduced.

Optional Forms of Annuity

Life annuity
Joint and 50% survivor annuity
Joint and 75% survivor annuity
Joint and 100% survivor annuity
120-months certain and life
120-months certain only
Lump sum

Actuarial Equivalence

Actuarial equivalence based on the Unisex Pension Table for 1984 with two-year age setback and a 7.00% interest rate.

Definitions

Benefit Service

A plan year in which the employee completes at least 1,000 hours of service.

Vesting Service

A calendar year in which the employee completes at least 1,000 hours of service.

Plan Changes Since the Prior Year

The funding valuation does 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.

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Schedule SB, line 25—Change in Method

A change in method for enrolled actuary from Robert A. Wright (enrollment number 14-05670) to Susan C. Flynn (enrollment number 14-05953).

The valuation software used to develop the funding results was changed as of January 1, 2012. Per IRS requirements, this change in software was considered a funding method change. This change in software satisfies the automatic approval requirements as described in Revenue Procedure 2000-40. Any difference in liabilities that resulted from this change in software was treated as an actuarial experience item.

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

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		286 \$36,200	101 \$38,641							
25-29		120 \$35,221	189 \$34,126	25 \$38,776						
30-34		55 \$36,662	91 \$33,942	161 \$40,967	35 \$40,379					
35-39		38 \$35,618	43 \$34,102	208 \$39,314	219 \$40,576	25 \$40,128				
40-44		47 \$33,874	68 \$34,202	189 \$39,794	230 \$40,082	183 \$41,883	20 \$41,800			
45-49		66 \$31,765	52 \$36,203	174 \$39,920	209 \$40,062	183 \$40,248	141 \$40,665	36 \$38,209		
50-54		49 \$38,535	57 \$34,127	211 \$38,521	243 \$40,813	215 \$41,836	193 \$41,349	148 \$41,179	17	
55-59		36 \$38,753	51 \$35,543	163 \$38,733	219 \$38,779	197 \$40,126	148 \$41,427	113 \$41,388	79 \$42,427	10
60-64		37 \$35,111	42 \$30,215	127 \$37,613	160 \$39,949	137 \$40,071	110 \$41,378	77 \$39,913	61 \$42,796	23 \$51,322
65-69		5	19	33 \$36,691	70 \$39,205	48 \$39,918	60 \$41,468	15	20 \$42,310	20 \$40,209
70+		9	17	40 \$35,138	43 \$39,021	30 \$40,752	15	15	15	8

N-6,477

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 5,426,711	March 1, 2013	7	\$ 905,675

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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2013

Date	Amount	Days to Discount to 3/1/2013 at 6.35%	Interest Adjusted Contribution
February 14, 2014	\$ 8,000,000	350	\$ 7,541,388
June 13, 2014	1,158,967	469	1,070,817
Total Contribution	\$ 9,158,967		\$ 8,612,205

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	7.00%	1.0000	3.85
56	7.00%	0.9300	3.65
57	7.00%	0.8649	3.45
58	7.00%	0.8044	3.27
59	7.00%	0.7481	3.09
60	7.00%	0.6957	2.92
61	10.00%	0.6470	3.95
62	15.00%	0.5823	5.42
63	10.00%	0.4949	3.12
64	15.00%	0.4455	4.28
65	25.00%	0.3786	6.15
66	20.00%	0.2840	3.75
67	20.00%	0.2272	3.04
68	20.00%	0.1817	2.47
69	20.00%	0.1454	2.01
70	20.00%	0.1163	1.63
71	20.00%	0.0931	1.32
72	20.00%	0.0744	1.07
73	100.00%	0.0596	4.35
Weighted Average			62.79

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Schedule SB, line 25—Change in Method

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Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
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Schedule SB, line 26—Schedule of Active Participant Data as of March 1, 2013

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		286 \$36,200	101 \$38,641							
25-29		120 \$35,221	189 \$34,126	25 \$38,776						
30-34		55 \$36,662	91 \$33,942	161 \$40,967	35 \$40,379					
35-39		38 \$35,618	43 \$34,102	208 \$39,314	219 \$40,576	25 \$40,128				
40-44		47 \$33,874	68 \$34,202	189 \$39,794	230 \$40,082	183 \$41,883	20 \$41,800			
45-49		66 \$31,765	52 \$36,203	174 \$39,920	209 \$40,062	183 \$40,248	141 \$40,665	36 \$38,209		
50-54		49 \$38,535	57 \$34,127	211 \$38,521	243 \$40,813	215 \$41,836	193 \$41,349	148 \$41,179	17	
55-59		36 \$38,753	51 \$35,543	163 \$38,733	219 \$38,779	197 \$40,126	148 \$41,427	113 \$41,388	79 \$42,427	10
60-64		37 \$35,111	42 \$30,215	127 \$37,613	160 \$39,949	137 \$40,071	110 \$41,378	77 \$39,913	61 \$42,796	23 \$51,322
65-69		5	19	33 \$36,691	70 \$39,205	48 \$39,918	60 \$41,468	15	20 \$42,310	20 \$40,209
70+		9	17	40 \$35,138	43 \$39,021	30 \$40,752	15	15	15	8

N-6,477

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
EIN: 23-1614034 PN: 002

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 5,426,711	March 1, 2013	7	\$ 905,675

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with no lookback (as of March 2013), 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 no lookback (as of March 2013), without regard to the MAP-21 interest rate corridor
1st Segment Rate	1.54%
2nd Segment Rate	4.28%
3rd Segment Rate	5.32%
Salary Increases	4.50%
Cash Balance Interest Crediting Rate	5.00%
Cash Balance Annuity Conversion Rate	Current IRC section 417(e) table for lump sums
Optional Payment Form Election Percentage	See Table 1
Lump Sum Optional Payment Form Conversion Interest Rate	Same as funding interest rates above for lump sums
Lump Sum Optional Payment Form Conversion Mortality	Current IRC section 417(e) table for lump sums
Retirement Age	
Active Participants	See Table 2
Terminated Vested Participants	Age 63 (Age 65 for Annex B)
Mortality Rates	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 3
Disability Rates	None

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Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	<p>Males: It is assumed that 85% of males have an eligible spouse and that males are four years older than the females</p> <p>Females : It is assumed that 50% of females have an eligible spouse and that males are two years older than the females</p>
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	<p>Smoothed fair market value of assets over the current and prior 24 months, 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.</p> <p>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).</p>
Trust Expenses Included in Target Normal Cost	\$1,700,000
Actuarial Method	Standard unit credit cost method
Valuation Date	March 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
Rite Aid Corporation Pension Plan
EIN: 23-1614034 PN: 002

Table 1

Optional Form Election Assumption

Cash Balance Formula

Status	Lump Sum	Life Annuity	100% J&S	50% J&S
Male Actives	75%	10%	15%	0%
Female Actives	75%	20%	0%	5%
Male Term Vested	75%	10%	15%	0%
Female Term Vested	75%	20%	0%	5%
Deaths	100%	0%	0%	0%

Other

Status	Lump Sum	Life Annuity	100% J&S	50% J&S
Male Actives	0%	40%	60%	0%
Female Actives	0%	85%	0%	15%
Male Term Vested	0%	40%	60%	0%
Female Term Vested	0%	85%	0%	15%
Deaths	0%	100%	0%	0%

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Table 2

Retirement Rates

Age	Rate
55	7.00%
56	7.00%
57	7.00%
58	7.00%
59	7.00%
60	7.00%
61	10.00%
62	15.00%
63	10.00%
64	15.00%
65	25.00%
66	20.00%
67	20.00%
68	20.00%
69	20.00%
70	20.00%
71	20.00%
72	20.00%
73+	100.00%

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Table 3

Select Withdrawal Rates

Years of Service	Rate
0	30.0%
1	28.0%
2	26.0%
3	23.0%
4	22.0%
5	20.0%
6	19.0%

Ultimate Withdrawal Rates

Age	Rate	Age	Rate
25	19.0%	45	7.0%
26	17.8%	46	6.8%
27	16.6%	47	6.6%
28	15.4%	48	6.4%
29	14.2%	49	6.2%
30	13.0%	50	6.0%
31	12.0%	51	6.0%
32	11.0%	52	6.0%
33	10.0%	53	6.0%
34	9.0%	54	6.0%
35	8.0%	55	6.0%
36	7.8%	56	5.8%
37	7.6%	57	5.6%
38	7.4%	58	5.4%
39	7.2%	59	5.2%
40	7.0%	60	5.0%
41	7.0%	61	4.0%
42	7.0%	62	3.0%
43	7.0%	63	2.0%
44	7.0%	64	1.0%
		65	0.0%

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Schedule SB, Part V—Summary of Plan Provisions
Annex A: Dollar Times Service Locations

Effective Date and Plan Year	March 31, 1965. Effective as of February 28, 2002, the Rite Aid Corporation was merged with, and became a part of, Annex A to The Rite Aid Pension Plan. The Pension Plan for Rite Aid Corporation employees of Rite Aid was amended and restated on January 1, 2010.
Eligibility for Participation	<p>Employees who are not covered under another retirement plan to which Rite Aid contributes, and who are employed by:</p> <ul style="list-style-type: none">▪ Rack Rite Distributors, Inc.;▪ Rite Aid Corporation on a non-administrative basis;▪ Rite Aid of Pennsylvania, Inc. and are covered by a collective bargaining agreement between the employer and Local #1776 of the Retail Store Employees Union;▪ Rite Aid of Pennsylvania, Inc. in the Reading, PA area;▪ Rite Aid Rome Distribution Center, Inc. on a non-managerial, non-supervisory basis;▪ Rite Aid West Virginia Distribution Center on a non-managerial, non-supervisory basis;▪ Rite Aid of Florida, Inc., either as a store employee or as a distribution center employee, on a non-managerial, non-supervisory basis;▪ Rite Aid Virginia, Inc. as a pharmacist and are covered by a collective bargaining agreement between the employer and Local #400 of the UFCW;▪ Rite Aid of Virginia, Inc. either as a distribution center employee on a non-managerial, non-supervisory basis or as an employee who formerly participated in the predecessor Gray Drug plan;▪ Rite Aid of Michigan, Inc. on a non-union, non-managerial, non-supervisory basis;▪ Rite Aid of Kentucky, Inc. on a non-union, non-managerial, non-supervisory basis;▪ Rite Aid of South Carolina, Inc., either as a store employee or as a distribution center employee, on a non-union, non-managerial, non-supervisory basis;

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- Rite Aid of Maine, Inc., Rite Aid of New Hampshire, or Rite Aid of Vermont, Inc., either as an hourly paid employee or as an assistant store manager;
- Rite Aid of Ohio, Inc. on a non-union, non-managerial, non-supervisory basis;
- Pontiac Michigan Distribution Center (Local 614) on or after May 1, 2005.

Effective January 1, 2002, no non-grandfathered members shall first participate in the plan.

Normal Retirement
Eligibility

Age 65 and five years of service.

Benefit

A participant's annual accrued benefit is equal to a dollar amount for each year of benefit service earned from a specified start date (if applicable) and subject to the benefit service cap (if applicable). The table shown below summarizes the dollar amounts and specified dates for each participating group.

Effective January 1, 2002, only grandfathered members shall continue to accrue a benefit.

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Participating Group	Annual Multiplier	Service Start Date	Benefit Service Cap
Rack Rite Distributors	\$240 ¹	March 1, 1997	N/A
Rack Aid corporation	192	N/A	N/A
(Reading)	180	Rite Aid of Pennsylvania N/A	N/A
(all other)	180	Rite Aid of Pennsylvania N/A	N/A
Center	420	Rite Aid Rome Distribution N/A	N/A
Distribution Center	420	Rite Aid West Virginia N/A	N/A
Rite Aid of Florida	84	March 1, 1987	30 years
(pharmacists)	240	Rite Aid Virginia March 1, 1982	N/A
Rite Aid Virginia (all other)	84	June 1, 1987	N/A
Rite Aid of Michigan	84	N/A	30 years
Rite Aid of Kentucky	84	April 30, 1988	30 years
Rite Aid of South Carolina	84	N/A	N/A ²
Rite Aid of Maine	96	N/A	30 years
Rite Aid of New Hampshire	96	N/A	30 years
Rite Aid of Vermont	96	N/A	30 years
Rite Aid of Ohio	84	June 1, 1987 ³	N/A
(Local 614) ⁴	240	Pontiac Distribution Center N/A	N/A

Early Retirement
Eligibility

ADAP, Rite Aid of Florida, Rite Aid of Michigan, Rite Aid of Kentucky, or Rite Aid of South Carolina—Age 62 and five years of service.

Aid of Virginia—Age 60 and five years of service.

For all other participants—Age 55 and five years of service.

¹ Years of benefit service before March 1, 1997 have a multiplier of \$180.

² Store employees have a 30 year benefit service cap but distribution center employees have no cap.

³ For former participants of the People's Drug, Inc. Retirement Plan, the amount of pension earned under the prior plan is added to the pension accrued under this plan.

⁴ Participants of Local 614 who are in the job category of "semi-driver" who complete one hour of service on or after June 3, 2007 will be eligible for an annual multiplier of \$324.

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Benefit	<p>A participant's accrued benefit as of his or her early retirement date, reduced by 6⅔% for each of the first five years (if applicable) and by 3⅓% for each of the next five years (if applicable) by which such date precedes his or her normal retirement date. This benefit is payable immediately. Alternatively, a participant can elect to receive an unreduced amount payable at his or her normal retirement date.</p> <p>A participant of Local 614 is eligible to receive an unreduced benefit upon retirement from active status after attainment of age 60 and five years of vesting service.</p>
Vested Termination Eligibility	Five years of vesting service.
Benefit	<p>A participant's vested accrued benefit as of his or her termination date, payable at normal retirement date. Alternatively, a participant can elect to receive an actuarially reduced amount commencing on any date on or after his or her early retirement date.</p>
Normal Form of Annuity Without Spouse	Single life annuity.
With Spouse	Joint and 50% survivor annuity actuarially reduced.
Optional Forms of Annuity	Life annuity Joint and 50% survivor annuity Joint and 75% survivor annuity Joint and 100% survivor annuity 60-months certain and life 120-months certain only 180-months certain and life
Actuarial Equivalence	Actuarial equivalence based on the Unisex Pension Table for 1984 with two-year age setback and a 7.00% Interest rate(see table of factors at end of appendix).
Definitions Grandfathered Member	<p>A participant who either:</p> <ul style="list-style-type: none">▪ Was active on January 1, 2002 and had attained age 40 with five years of vesting service; or▪ Is employed under a collective bargaining agreement.

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Employee Contributions

The plan may accept mandatory contributions made by former Lane Drug Stores participants to the People's Drug Stores, Inc. Retirement Plan.

Benefit Service

A calendar year in which the employee completes at least 1,000 hours of service. The applicability of predecessor service varies by location and predecessor employer.

A special exception applies for employees who first became eligible to participate in the Rite Aid Corporation Pension Plan on September 29, 1998 as a result of the collective bargaining agreement with Local #1776 of the Retail Store Employees Union. These employees shall be credited with two years of service starting 1999 until their benefit service equals their vesting service.

Effective January 1, 2002, only grandfathered members shall receive additional years of benefit service.

Vesting Service

A calendar year in which the employee completes at least 1,000 hours of service. The applicability of predecessor service varies by location and predecessor employer.

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Annex B: Pay-Related Locations

Effective Date

November 1, 1952. Effective as of February 28, 2002, the Rite Aid Corporation Defined Benefit Retirement Plan was merged with, and became a part of, Annex B to The Rite Aid Pension Plan. The Pension Plan for Rite Aid Corporation Defined Benefit Retirement employees of Rite Aid was amended and restated on January 1, 2010.

Eligibility for Participation

Employees who are not covered under another retirement plan to which Rite Aid contributes, and who are employed by:

- Rite Aid of New York, Inc. or Rite Aid Corporation and were formerly employed by Daw Drug Company, Inc. on July 31, 1969;
- Rite Aid of New York, Inc. and are covered by a collective bargaining agreement between the employer and either Local #1 or Local #23 of the UFCW;
- Rite of Maryland, Inc. on a non-managerial, non-professional basis;
- Rite Aid of Maryland, Inc. on a managerial or professional basis and were participating in the plan on January 1, 1978;
- Rite Aid of West Virginia, Inc. or Rite Aid Corporation and were formerly employed by Cohen Drug Company, Inc. on June 30, 1971; or
- Rite Aid of West Virginia, Inc. and are covered by a collective bargaining agreement between the employer and retail, Wholesale and Department Store Employees Union.

Effective January 1, 2002, no non-grandfathered members shall first participate in the plan.

Effective December 31, 2011, future eligibility and future benefit accruals were frozen for employees of Rite Aid of West Virginia.

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Normal Retirement

Eligibility

Age 65 and five years of vesting service.

Benefit

For Rite Aid of New York, a participant's annual accrued benefit is equal to the greater of (a) or (b), subject to an overall maximum of 8,400 (\$9600 for Local #1):

(a) The sum of the following:

- (1) December 31, 1988 accrued benefit; plus
- (2) 0.50% of calendar-year compensation for each year of benefit service after 1988; plus
- (3) 0.50% of calendar-year compensation in excess of the integration level for each year of benefit service after 1988 (up to 35 years).

(b) \$120 (\$144 for Local #1) for each of the first five years of benefit service and \$144 (\$168 for Local #1) for each of the next five years.

For Rite Aid of Maryland, a participant's annual accrued benefit is equal to the greater of (a) or (b):

(a) The sum of the following:

- (1) December 31, 1988 accrued benefit; plus
- (2) 0.75% of compensation up to SS integration level for each year of benefit service after 1988; plus
- (3) 0.50% of compensation in excess of the Integration Level for each year of benefit service after 1988 (up to 35 years).

(b) The actuarial equivalent of a participant's prior profit sharing account.

For Rite Aid of West Virginia, a participant's annual accrued benefit is equal to the greatest of (a), (b), or (c), subject to an overall maximum of \$7200:

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(a) The sum of the following:

- (1) 0.375% of average annual compensation multiplied by years of benefit service through December 31, 2011; plus
- (2) 0.375% of average annual compensation in excess of \$6,600 multiplied by years of benefit service through December 31, 2011 (up to 35 years).

(b) The pension accrued to December 31, 1988.

(c) Minimum Benefit: \$180 (\$192 for RWDSU Participants) for each year of benefit service through December 31, 2011.

Effective January 1, 2002, no non-grandfathered members shall first participate in the plan.

Effective December 31, 2011, future eligibility was frozen for employees of Rite Aid of West Virginia. A participant's accrued benefit payable as of his or her normal retirement date, payable immediately.

Early Retirement
Eligibility

Rite Aid of New York or Rite Aid of West Virginia—Age 60 and five years of service.

For all other participants—Age 55 and five years of service.

Benefit

A participant's accrued benefit as of his or her early retirement date, reduced by 6 $\frac{2}{3}$ % for each of the first five years (if applicable) and by 3 $\frac{1}{3}$ % for each of the next five years (if applicable) by which such date precedes his or her normal retirement date. This benefit is payable immediately. Alternatively, a participant can elect to receive an unreduced amount payable at his or her normal retirement date.

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Late Retirement
Eligibility

Participant who remains employed after normal retirement.

Benefit

The greater of a participant's accrued benefit at his or her late retirement date or the actuarially increased value of the benefit at the end of the prior calendar year, payable immediately.

Vested Termination
Eligibility

Five years of vesting service.

Benefit

A participant's accrued benefit as of his or her termination date, payable at normal retirement date. Alternatively, a participant can elect to receive an actuarially reduced amount commencing on any date on or after his or her early retirement date.

Surviving Spouse
Eligibility

Five years of vesting service. Participant and spouse must be married for the one year period prior to death.

Benefit

A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 50% of the amount payable if the participant had retired early with a 50% joint and survivor benefit.

Normal Form of Annuity
Without Spouse

Life annuity. For Rite Aid of New York participants prior to October 1, 1965 and Rite Aid of West Virginia participants with an accrued benefit in excess of the minimum benefit, the automatic form is the 120-months certain and life option if participant is not married.

With Spouse

Joint and 50% survivor annuity actuarially reduced.

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Optional Forms

Life annuity
Joint and 50% survivor annuity
Joint and 75% survivor annuity
Joint and 100% survivor annuity
60-months certain and life
120-months certain only
180-months certain and life

Preretirement Death

Eligibility

Death of a participant who has been married for at least one year and is vested.

Benefit

50% of the benefits to which a participant would be entitled had he/she terminated employment on his or her date of death (in case of a death from active status), elected payments at his or her earliest retirement date in the form of a joint and survivor annuity, survived to his or her earliest retirement date, and died immediately thereafter.

Alternatively, a surviving spouse can elect to defer commencement of this benefit to the participant's normal retirement date. Also if prior to his or her death the participant had elected a joint and survivor annuity with a different benefit continuation percentage, then that percentage will apply.

For Rite Aid Maryland, former participants in the Read Drug profit sharing plan receive the greater of the lump sum value of the preretirement surviving spouse benefit described above or the prior profit sharing account. The prior profit sharing account is payable to the participant's designated beneficiary, with any excess preretirement surviving spouse benefit being payable to the participant's surviving spouse.

Postretirement Death

Eligibility

Retired former participant in the Read Drug profit sharing plan.

Benefit

The designated beneficiary of a former participant in the Read Drug profit sharing plan is eligible to receive a postretirement death benefit to the extent any unpaid account balance remains at the time of his or her death.

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Actuarial Equivalence

Actuarial equivalence based on the Unisex Pension Table for 1984 with two-year age setback and a 7.00% interest rate (see table of factors at end of section).

Definitions

Average Annual Compensation

The average of a participant's annual compensation over the five consecutive calendar year period (or entire period of service if less) which produces the highest average in the last 10 consecutive years including the current year.

Pension Benefit Service

A calendar year in which the employee completes at least 1,000 hours of service. The applicability of predecessor service varies by location and predecessor employer.

Effective January 1, 2002, only grandfathered members shall receive additional years of benefit service.

Pension Qualification Service

A calendar year in which the employee completes at least 1,000 hours of service. The applicability of predecessor service varies by location and predecessor employer.

Integration Level

The integration level in effect for each calendar year equals the covered compensation for an individual who attains social security retirement age during such year.

Average Annual Compensation

The average of a participant's annual compensation over the five consecutive calendar year period (or entire period of service if less) which produces the highest average in the last 10 consecutive years including the current year.

Grandfathered member A participant who either:

- Was active on January 1, 2002 and had attained age 40 with five years of vesting service; or
- Is employed under a collective bargaining agreement.

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Annex C: Cash Balance Locations

Effective Date	January 1, 1997. Effective as of February 28, 2002, the Rite Aid Corporation Cash Balance Pension Plan was merged with, and became a part of, Annex C to The Rite Aid Pension Plan. The Pension Plan for Rite Aid Corporation Cash Balance Pension Plan employees of Rite Aid was amended and restated on January 1, 2010.
Eligibility for Participation	<p>All non-union, non-managerial, non-supervisory employees who:</p> <ul style="list-style-type: none">▪ Attained age 21 and completed one year of eligibility service (1,000 hours); and▪ Are not classified as “highly compensated employees” as defined in IRC section 414(q) under IRS regulations; and▪ Are employed by either West Coast Distribution Centers, the West Coast Stores, the Maryland Distribution Center, or the Virginia Carpenter Shop. <p>Effective December 31, 2001, no non-grandfathered members shall first participate in the plan.</p>
Normal Retirement Eligibility	Age 65 and five years of vesting service.
Benefit	The actuarial equivalent of the participant’s accumulated cash balance account at his or her normal retirement date, payable immediately.
Early Retirement Eligibility	Age 55 and five years of vesting service.
Benefit	The actuarial equivalent of the participant’s accumulated cash balance account at his or her early retirement date, payable immediately.
Late Retirement Eligibility	Participant who remains employed after normal retirement.
Benefit	The actuarial equivalent of the participant’s accumulated cash balance account at his or her late retirement date, payable immediately.

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Vested Termination
Eligibility

Three years of vesting service.

Benefit

The actuarial equivalent of the participant's accumulated cash balance account at his or her late retirement date, payable at normal retirement date. Alternatively, a participant can elect to receive an actuarially reduced amount commencing on any date.

Surviving Spouse
Eligibility

Five years of vesting service. Participant and spouse must be married for the one year period prior to death.

Benefit

A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 100% of the amount payable if the participant had retired early with a 100% joint and survivor benefit.

Form of Annuity
Without Spouse

Life annuity. For Rite aid of New York participants prior to October 1, 1965 and Rite Aid of West Virginia participants with an accrued benefit in excess of the minimum benefit, the automatic form is the 120-months certain and life option if participant is not married.

With Spouse

Joint and 50% survivor annuity actuarially reduced.

Optional Forms of Annuity

Life annuity
Joint and 50% survivor annuity
Joint and 75% survivor annuity
Joint and 100% survivor annuity
60-months certain and life
120-months certain only
180-months certain and life

Actuarial Equivalence

Actuarial equivalence based on the Unisex Pension Table for 1984 with two-year age setback and a 7.00% interest rate.

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Definitions

Grandfathered Member

A participant who either:

- Was active on January 1, 2002 and had attained age 40 with five years of vesting service; or
- Was active on January 1, 1997 with at least 15 years of vesting service.

Employee Contributions

None.

Credited Service

A plan year in which the employee completes at least 1,000 hours of service.

Vesting Service

A calendar year in which the employee completes at least 1,000 hours of service.

Accrued Benefit

A cash balance account shall be maintained for each participant subject to the following:

- A contribution is credited to the cash balance account as of the last day of each plan year in which an eligible participant completes 1,000 hours of service as shown in the table of contribution credits.
- There is a special transition rule for West Coast Distribution center and West coast store participants who had completed 15 years of vesting service as of January 1, 1997. For these participants the contribution credited to the cash balance account each plan year equals the contribution credit times the service multiplier, as shown in the table of service multipliers.
- Interest is credited to the cash balance account at the end of each month, at a fixed rate for each calendar year. The annualized interest credit rate is equal to the lesser of 8% or the applicable interest rate under IRC section 417(e)(3)(A)(ii)(II) for the second month preceding the beginning of the plan year.

Effective January 1, 2012, only grandfathered members shall receive a contribution credit. All Rite Aid Stores which are located in one of the following States: Alaska, Arizona, California, Colorado, Idaho, Nevada, Oregon, Utah, Washington and Wyoming.

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Cash Balance Contributions

Age	Contribution	Age	Contribution
21	\$125	44	\$359
22	\$125	45	\$377
23	\$129	46	\$396
24	\$135	47	\$416
25	\$142	48	\$436
26	\$149	49	\$458
27	\$157	50	\$481
28	\$164	51	\$505
29	\$173	52	\$530
30	\$181	53	\$557
31	\$190	54	\$585
32	\$200	55	\$614
33	\$210	56	\$645
34	\$220	57	\$677
35	\$231	58	\$711
36	\$243	59	\$746
37	\$255	60	\$784
38	\$268	61	\$823
39	\$281	62	\$864
40	\$295	63	\$907
41	\$310	64	\$952
42	\$326	65 or Over	\$1,000
43	\$342		

All Rite Aid's distribution centers located in one of the following States:

- Rite Aid Distribution Center in Wilsonville, Oregon
- Rite Aid Distribution Center in Ogden, Utah
- Rite Aid Distribution Center in Woodland, California
- Rite Aid Distribution Center in Lancaster, California
- Rite Aid Distribution Center in Perryman, Maryland
- Rite Aid Distribution Center in Winchester, Virginia

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Cash Balance Contributions

Age	Contribution	Age	Contribution
21	\$250	44	\$646
22	\$250	45	\$678
23	\$250	46	\$712
24	\$250	47	\$748
25	\$256	48	\$785
26	\$268	49	\$825
27	\$282	50	\$866
28	\$296	51	\$909
29	\$311	52	\$955
30	\$326	53	\$1,002
31	\$343	54	\$1,052
32	\$360	55	\$1,105
33	\$378	56	\$1,160
34	\$397	57	\$1,218
35	\$417	58	\$1,279
36	\$437	59	\$1,343
37	\$459	60	\$1,410
38	\$482	61	\$1,481
39	\$506	62	\$1,555
40	\$532	63	\$1,633
41	\$558	64	\$1,714
42	\$586	65 or Over	\$1,800
43	\$615		

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Annex D: Former Thrifty PayLess, Inc. Employees

Effective Date	GRIP—January 1, 1997 and C&P—September 1, 1974. Effective as of February 28, 2002, the Thrifty PayLess, Inc Pension Plan was merged with, and became a part of, Annex D to The Rite Aid Pension Plan. The Pension Plan for Former Thrifty PayLess, Inc. employees of Rite Aid was amended and restated on January 1, 2010.
Eligibility for Participation	Effective December 31, 1993, participation in the plan was frozen for GRIP participants. Effective December 31, 1994, participation was frozen for the C&P Plan. As of December 1, 1995, all participants of the C&P Plan were merged into this plan.
Normal Retirement Eligibility	Age 65.
Benefit	A participant's frozen accrued benefit payable as of his or her normal retirement date, payable immediately.
Early Retirement Eligibility	GRIP—Age 55 and completion of 10 years vesting service. C&P—No early retirement provision.
Benefit	A monthly benefit equal to the normal retirement benefit reduced by 5/9% for each month the benefit commences before age 65 up to 60 months, and 5/18% for each month the benefit commences before you reach age 65 in excess of 60 months.
Late Retirement Eligibility	Participant who remains employed after normal retirement.
Benefit	A monthly benefit equal to the normal retirement benefit actuarially increased to reflect the deferred payments of benefits.

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Vested Termination

Eligibility

Five years of vesting service.

Benefit

A participant's accrued benefit as of his or her termination date, payable at normal retirement date. Alternatively, a participant can elect to receive an actuarially reduced amount commencing on any date on or after his or her early retirement date.

Normal Form of Annuity

Without Spouse

Life annuity.

With Spouse

Joint and 50% survivor annuity actuarially reduced.

Optional Forms of Annuity

Life annuity
Joint and 50% survivor annuity
Joint and 75% survivor annuity
Joint and 100% survivor annuity
120-months certain and life
120-months certain only
Lump sum

Actuarial Equivalence

Actuarial equivalence based on the Unisex Pension Table for 1984 with two-year age setback and a 7.00% interest rate.

Definitions

Benefit Service

A plan year in which the employee completes at least 1,000 hours of service.

Vesting Service

A calendar year in which the employee completes at least 1,000 hours of service.

Plan Changes Since the Prior Year

The funding valuation does 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.

Plan Name	The Rite Aid Pension Plan
Plan Sponsor EIN	23-1614034
ERISA Plan #	002
Plan Year Ending	February 28, 2014

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	The Rite Aid Pension Plan
Plan Sponsor EIN	23-1614034
ERISA Plan #	002
Plan Year Ending	February 28, 2014

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	The Rite Aid Pension Plan
Plan Sponsor EIN	23-1614034
ERISA Plan #	002
Plan Year Ending	February 28, 2014

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	