

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="font-size: 24pt; font-weight: bold;">2014</div> This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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 401(K) 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>025</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>025</u>	1c Effective date of plan <u>04/01/1985</u>	
1b Three-digit plan number (PN) ▶	<u>025</u>				
1c Effective date of plan <u>04/01/1985</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>2b Employer Identification Number (EIN) <u>23-1614034</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>717-761-2633</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>446110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-1614034</u>	2c Plan 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 Plan 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.	08/28/2015	KENNETH C. BLACK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/28/2015	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 ST.</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 EMPLOYEE BENEFITS ADMINISTRATION COMMITTEE P.O. BOX 3165 HARRISBURG, PA 17105		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	75377
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	58000
a(2) Total number of active participants at the end of the plan year		6a(2)	58406
b Retired or separated participants receiving benefits		6b	134
c Other retired or separated participants entitled to future benefits.....		6c	7996
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	66536
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	199
f Total. Add lines 6d and 6e		6f	66735
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	31212
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	2
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: 2E 2F 2G 2J 2K 2T 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>THE RITE AID 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>025</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 Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

<u>BANK OF NY INVESTMENT MANAGEMENT SE</u>	<u>100 COLONIAL CENTER PARKWAY</u> <u>SUITE 300</u> <u>LAKE MARY, FL 32746</u>
--	--

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

<u>DODGE AND COX</u>	<u>BOSTON FINANCIAL DATA SERVICES</u> <u>PO BOX 8422</u> <u>BOSTON, MA 02266</u>
----------------------	--

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

<u>PIMCO FUNDS DIST INST</u>	<u>PO BOX 55060</u> <u>BOSTON, MA 02205</u>
------------------------------	--

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

<u>VANGUARD MARKETING CORP</u>	<u>100 VANGUARD BLVD</u> <u>MALVERN, PA 19355</u>
--------------------------------	--

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

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

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

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

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

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

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

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

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 INVESTMENTS INC

300 ATLANTIC STREET
SUITE 400
STAMFORD, CT 06901

(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 26 50	NONE	935748	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

335 MADISON AVENUE
NEW YORK, NY 10017

(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?
16 50	NONE	161982	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

T ROWE PRICE RPS INC

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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 21 25 28 37 38 49 50 52 57 59 62 64 65	NONE	152292	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

DELOITTE

30 ROCKEFELLER PLAZA
NEW YORK, NY 10112

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	37500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

QDRO CONSULTANTS COMPANY LLC

3071 PEARL ROAD
MEDINA, OH 44256

(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?
16 50	NONE	13550	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
T ROWE PRICE RPS INC	15 21 25 28 37 38 49 50 52 57 59 62 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE COX BALANCED FUND BOSTON FINANCIAL DATA SERVICES PO BOX 8422 BOSTON, MA 02266	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS INC	15 21 25 28 37 38 49 50 52 57 59 62 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP US BOND ENHANCED INDEX TRUST 100 EAST PRATT STREET BALTIMORE, MD 21202	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection.
---	--	---

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>THE RITE AID 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>025</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)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: RITE AID MASTER RET SAVINGS TRUST

b Name of sponsor of entity listed in (a): RITE AID CORPORATION

c EIN-PN <u>36-7409441-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2787011299</u>
---------------------------------------	-------------------------------	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>THE RITE AID 401(K) PLAN</u>		B Three-digit plan number (PN) ▶ <u>025</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	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)	59072300	61109928
(2) Participant contributions.....	1b(2)	2262953	2343058
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	53494548	54181693
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	2774714579	2787011299
(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	2889544380	2904645978

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	2889544380	2904645978
---	-----------	------------	------------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	62655640	
(B) Participants	2a(1)(B)	133583252	
(C) Others (including rollovers)	2a(1)(C)	3419227	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		199658119
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)	2272867	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2272867
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		168090856
(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		370021842

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	353610202	
(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)		353610202
f Corrective distributions (see instructions).....	2f		7268
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	213032	
(2) Contract administrator fees.....	2i(2)	935748	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	153994	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1302774
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		354920244

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		15101598
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.	X		

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan THE RITE AID 401(K) PLAN		B Three-digit plan number (PN) ▶ 025
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	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 52-1481931		
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
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)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2014 v. 140124		

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- 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): _____

The Rite Aid 401(k) Plan

Employer ID No: 23-1614034

Plan No: 025

Financial Statements as of December 31, 2014 and
2013, and for the Year Ended December 31, 2014,
Supplemental Schedule as of December 31, 2014,
and Independent Auditors' Report

THE RITE AID 401(k) PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2014	4
Notes to Financial Statements as of December 31, 2014 and 2013, and for the Year Ended December 31, 2014	5-18
SUPPLEMENTAL SCHEDULE—	19
Form 5500, Schedule H Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of December 31, 2014	20
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
The Rite Aid 401(k) Plan
Harrisburg, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Rite Aid 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 T. Rowe Price Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee 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 schedule listed in the Table of Contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 the supplemental schedule.

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

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

Deloitte & Touche LLP

August 20, 2015

THE RITE AID 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS:		
Investments—at fair value:		
Participant-directed investments—interest in Rite Aid Master Retirement Savings Trust	<u>\$2,787,011,299</u>	<u>\$2,774,714,579</u>
Receivables:		
Employer contributions	61,109,928	59,072,300
Employee contributions	2,343,058	2,262,953
Notes receivable from participants	<u>54,181,693</u>	<u>53,494,548</u>
Total receivables	<u>117,634,679</u>	<u>114,829,801</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	2,904,645,978	2,889,544,380
ADJUSTMENTS FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	<u>(13,935,937)</u>	<u>(7,571,468)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$2,890,710,041</u></u>	<u><u>\$2,881,972,912</u></u>

See notes to financial statements.

THE RITE AID 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2014

ADDITIONS:

Contributions:

Employee	\$ 133,583,252
Employer	62,655,640
Rollover	<u>3,419,227</u>

Total contributions	199,658,119
---------------------	-------------

Plan's interest in investment income on Master Trust	161,726,387
Interest income on notes receivable from participants	<u>2,272,867</u>

Total additions	<u>363,657,373</u>
-----------------	--------------------

DEDUCTIONS:

Benefit payments	353,617,470
Administrative expenses	<u>1,302,774</u>

Total deductions	<u>354,920,244</u>
------------------	--------------------

INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	8,737,129
---	-----------

NET ASSETS AVAILABLE FOR BENEFITS—Beginning of year	<u>2,881,972,912</u>
---	----------------------

NET ASSETS AVAILABLE FOR BENEFITS—End of year	<u>\$2,890,710,041</u>
---	------------------------

See notes to financial statements.

THE RITE AID 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

1. DESCRIPTION OF THE PLAN

The following brief description of The Rite Aid 401(k) Plan (the “Plan”) is provided for general informational purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General—The Plan is a defined contribution plan. An individual account is established for each participant and provides benefits that are based on (a) amounts the participant and Rite Aid Corporation (the “Company” or “Plan Sponsor”) contributed to a participant’s account, (b) investment earnings (losses), and (c) any forfeitures allocated to the account, less any administrative expenses charged to the Plan and allocated to participant accounts, if any.

T. Rowe Price Trust Company serves as Plan trustee with respect to all assets. The Employee Benefits Administration Committee is the plan administrator (“Plan Administrator”) and is responsible for the preparation of the Plan’s financial statements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participation—Substantially all non-union Plan Sponsor employees become eligible to participate in the Plan after attaining age 21 and completing three months of service. Participants of the Plan are eligible for matching contributions upon attaining age 21 and completing one year of service (a twelve-month period when at least 1,000 hours are credited).

Contributions—Effective January 1, 2008, participants may contribute up to 70% of pretax annual compensation up to the maximum dollar limit, as defined in the Plan. Participants age 50 and over may make additional pretax contributions, as defined in the Plan. The Plan Sponsor matches 100% of a participant’s pretax payroll contributions, up to a maximum of 3% of such participant’s pretax annual compensation. Thereafter, the Plan Sponsor will match 50% of the participant’s additional pretax payroll contributions, up to a maximum of 2% of such participant’s additional pretax annual compensation. A participant may also contribute, or rollover, amounts representing distributions from another qualified defined benefit or defined contribution plan. Contributions are subject to certain Internal Revenue Code (IRC) limitations.

Investment Options—The Plan provides participants with the option of investing the participant’s account balances into various investment options contained within the Master Trust. The Plan currently offers seven mutual funds, five custom funds, thirteen common/collective trusts, and a stable value fund.

The Plan’s custom funds are custom investment options created specifically for the Plan by Northern Trust Global Advisors, Inc. The custom fund is an unregistered custom account maintained by the trustee. The performance of the custom fund is based on the performance of the underlying mutual funds which are registered in the market.

All age-based retirement funds were replaced in 2014 by age-based target TRP Retirement Active Trust C accounts, which are common commingled trust funds. The schedule below outlines the various retirement accounts that were replaced in 2014.

From	To
Retirement 2005	TRP Ret 2005 Active Trust C
Retirement 2010	TRP Ret 2010 Active Trust C
Retirement 2015	TRP Ret 2015 Active Trust C
Retirement 2020	TRP Ret 2020 Active Trust C
Retirement 2025	TRP Ret 2025 Active Trust C
Retirement 2030	TRP Ret 2030 Active Trust C
Retirement 2035	TRP Ret 2035 Active Trust C
Retirement 2040	TRP Ret 2040 Active Trust C
Retirement 2045	TRP Ret 2045 Active Trust C
Retirement 2050	TRP Ret 2050 Active Trust C
Retirement 2055	TRP Ret 2055 Active Trust C
Retirement Income Fund	T. Rowe Price Ret Bal Active Trust C

Payment of Benefits—Upon termination of service, a participant may elect to receive benefit distributions in one of several forms, including installment payments or lump-sum payments. In certain cases, spousal consent may be required in order to elect a form of distribution other than a joint and survivor annuity. Benefits are payable upon retirement, termination of employment, or the death or disability of the participant. In certain circumstances, benefits may be paid to a participant prior to the participant’s termination of employment.

Notes Receivable from Participants—A participant may elect to borrow against the participant’s vested balance at a reasonable rate of interest as defined in the Plan document. A participant may borrow up to 50% of the participant’s vested balance, with a maximum loan of \$50,000. A participant may only have one loan outstanding at any time.

Vesting—Participants are immediately vested in all employee contributions credited to the participant’s accounts plus actual earnings (losses) thereon. Effective January 1, 2002, participants became immediately vested in all Plan Sponsor’s contributions credited to the participant’s accounts plus actual earnings (losses) thereon made after that date.

Forfeited Accounts—At December 31, 2014 and 2013, forfeited non-vested accounts totaled \$396,452 and \$391,008, respectively. These forfeited amounts may, among other uses, be used to reduce future employer contributions and pay certain administrative expenses. During the year ended December 31, 2014, administrative expenses were paid by forfeited non-vested accounts.

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”).

Risks and Uncertainties—The plan utilizes various investment instruments, including registered investment companies and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, 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 change could materially affect the amounts reported in the financial statements.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

The Plan invests in mutual funds, common/collective trusts, corporate stocks and the SVF. 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 financial statements.

Investment Valuation and Income Recognition—The Plan’s investments in the Rite Aid Master Retirement Savings Trust are stated at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. 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. Money market funds are stated at amortized cost, which approximates fair value. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end.

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 stable value fund (“SVF”) is a custom investment which is made up of a fully benefit responsive synthetic guaranteed contract (“GIC”) issued by Prudential Insurance Company of America (“Prudential”) and an investment in the T. Rowe Price Stable Value Common Trust Fund, on an approximate 50%-50% basis. The synthetic GIC is made up of a group annuity contract and a portfolio of assets owned by the plan and designee. The fair value of the synthetic GIC portion of the SVF is based on the fair value of the underlying investments and the wrapper contract and then adjusted to arrive at contract value, which represents principle plus accrued interest. The Common Trust Fund portion of the SVF is based on the net asset value (“NAV”) of the underlying asset portfolio which is further discussed in footnote 4 below. In accordance with GAAP, the stable value fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment for the synthetic GIC from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

The common collective trust funds and the stable value fund 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. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

Purchases and sales of securities are recorded on a trade-date basis. Realized gain or loss on investment transactions is determined using the first-in, first-out method; investment transactions are recorded at the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Valuation of Investment(s) Contracts—The Plan offers the SVF as an investment option, which as discussed above consists of a synthetic GIC. Interest on the synthetic GIC portion of the SVF is credited daily. Prudential declares an annual interest rate on a quarterly basis and credits one-fourth of that amount on a quarterly basis. The synthetic GIC portion of the SVF is deemed to be fully benefit responsive; therefore, it is presented at contract value.

Administrative Expenses—Plan fees and expenses related to account maintenance, transactions and investment fund management are allocated to participant accounts. Under the terms of the Plan document, costs relating to Plan administration may be paid by the Plan Sponsor or paid from Plan forfeitures. For the year ended December 31, 2014, participant accounts have paid substantially all administrative expenses.

The Plan invests in mutual funds, common/collective trusts, corporate stocks and the SVF. 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 financial statements.

Subsequent Events—Subsequent events were evaluated through August 20, 2015, the date the financial statements were available to be issued.

3. MASTER TRUST

The Plan's investments are held in a Master Trust that was established for the investment of assets of the Plan and several other Company sponsored retirement plans. The assets of the Master Trust are held by T. Rowe Price ("Trustee"). A portion of the Plan's asset portfolio is segregated from the other participating plan's assets within the Master Trust whereas the remaining portion is commingled with other participating plan's assets for investment and administrative purposes. Although a portion of the assets of all plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income and administrative expenses are allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans. For the portion of assets that is segregated, the Plan does not have an undivided interest in each investment in the Master Trust. Rather, the Plan has a specific interest in each of these investments that differs from the overall percentage interest in the Master Trust.

In compliance with GAAP, the net change in value from participation in the Master Trust is reported as one line item in the accompanying statement of changes in net assets available for benefits and the Plan's interest in the Master Trust is reported as a single line item in the accompanying statements of net assets available for benefits.

A summary of assets of the Master Trust as of December 31, 2014 and 2013, is as follows:

	December 31, 2014
Mutual funds:	
Dodge & Cox Balanced Fund	\$ 191,601,322
Pimco Total Return Instl	99,423,331
T. Rowe Price Extended Equity Market Index Fund	35,209,842
T. Rowe Price International Equity Index Fund	39,115,875
T. Rowe Price Prime Reserve Fund	1,326
Vanguard Instl Index Fund	267,726,620
Vanguard Small-Cap Index Instl	<u>62,038,364</u>
Total mutual funds	<u>695,116,680</u>
Custom funds:	
Northern Trust Global Advisors International Equity Fund	
Allianz NFJ International Value Fund	42,370,281
American Funds EuroPacific Growth Fund	42,283,928
Northern Trust Global Advisors Large-Cap Growth Fund	
T. Rowe Price Blue Chip Growth Fund	104,647,889
Jennison Growth Fund	104,353,894
Northern Trust Global Advisors Large-Cap Value Fund	
T. Rowe Price Equity Income Fund	56,092,912
Delaware Value Fund	56,103,291
Northern Trust Global Advisors Mid-Cap Fund	
AMG Systematic Mid Cap Value Fund	46,864,859
T. Rowe Price Mid Cap Growth Fund	46,901,683
Northern Trust Small-Cap Fund	
Westcore Small Cap Value Fund	51,265,852
Morgan Stanley Institutional Small Co	<u>51,482,866</u>
Total custom funds	<u>602,367,455</u>
Common and Collective Trusts:	
Bond Index Trust	34,080,994
T. Rowe Price Retirement Bal Active Trust C	15,516,612
T. Rowe Price Retirement 2005 Active Trust C	9,142,451
T. Rowe Price Retirement 2010 Active Trust C	27,199,037
T. Rowe Price Retirement 2015 Active Trust C	92,567,989
T. Rowe Price Retirement 2020 Active Trust C	175,391,417
T. Rowe Price Retirement 2025 Active Trust C	167,131,897
T. Rowe Price Retirement 2030 Active Trust C	180,593,335
T. Rowe Price Retirement 2035 Active Trust C	143,930,876
T. Rowe Price Retirement 2040 Active Trust C	159,804,738
T. Rowe Price Retirement 2045 Active Trust C	94,631,170
T. Rowe Price Retirement 2050 Active Trust C	46,822,082
T. Rowe Price Retirement 2055 Active Trust C	<u>13,143,780</u>
Total Common and Collective Trusts	<u>1,159,956,378</u>
Stable value fund:	
Common Trust Fund	242,618,873
Synthetic GIC:	
Government	88,784,436
Securitized	86,430,227
Corporate	81,272,134
Municipal	3,944,195
Cash equivalent	<u>1,587,590</u>
Total stable value fund	<u>504,637,455</u>
Net assets of the Master Trust	<u>\$2,962,077,968</u>
Plan's interest in net assets of the Master Trust	<u>\$2,787,011,299</u>

December 31, 2013

Mutual funds:

Dodge & Cox Balanced Fund	\$ 196,906,531
Pimco Total Return Instl	107,464,110
T. Rowe Price Extended Equity Market Index Fund	36,201,718
T. Rowe Price Insurance Fund	1,124
T. Rowe Price International Equity Index Fund	43,710,500
T. Rowe Price Retirement 2005	9,882,173
T. Rowe Price Retirement 2010	35,694,566
T. Rowe Price Retirement 2015	103,583,168
T. Rowe Price Retirement 2020	175,833,866
T. Rowe Price Retirement 2025	161,458,145
T. Rowe Price Retirement 2030	172,631,071
T. Rowe Price Retirement 2035	134,533,084
T. Rowe Price Retirement 2040	148,139,754
T. Rowe Price Retirement 2045	83,444,038
T. Rowe Price Retirement 2050	36,699,129
T. Rowe Price Retirement 2055	9,315,481
T. Rowe Price Retirement Income Fund	15,967,908
T. Rowe Price Prime Reserve Fund	138,773
Vanguard Instl Index Fund	243,681,336
Vanguard Small-Cap Index Instl	60,157,806

Total mutual funds	<u>1,775,444,281</u>
--------------------	----------------------

Custom funds:

Northern Trust Global Advisors International Equity Fund	
Allianz NFJ International Value Fund	47,600,658
American Funds EuroPacific Growth Fund	47,485,490
Northern Trust Global Advisors Large-Cap Growth Fund	
T. Rowe Price Blue Chip Growth Fund	101,896,288
Jennison Growth Fund	101,887,057
Northern Trust Global Advisors Large-Cap Value Fund	
T. Rowe Price Equity Income Fund	53,257,782
Lord Abbett Affiliated Fund A	53,296,334
Northern Trust Global Advisors Mid-Cap Fund	
CRM Mid Cap Value Fund; Institutional	45,729,132
T. Rowe Price Mid Cap Growth Fund	45,758,235
Northern Trust Small-Cap Fund	
Lord Abbett Small Cap Value Series A	59,813,632
Morgan Stanley Institutional Small Co	59,909,275

Total custom funds	<u>616,633,883</u>
--------------------	--------------------

Common and Collective Trusts:

Bond Index Trust	<u>27,975,247</u>
------------------	-------------------

Stable value fund:

Common Trust Fund	256,536,535
Synthetic GIC:	
Government	90,453,124
Securitized	91,153,944
Corporate	79,573,508
Municipal	3,885,534
Cash equivalent	1,353,385

Total stable value fund	<u>522,956,030</u>
-------------------------	--------------------

Net assets of the Master Trust	<u>\$2,943,009,441</u>
--------------------------------	------------------------

Plan's interest in net assets of the Master Trust	<u>\$2,774,714,579</u>
---	------------------------

Investment income from the Master Trust for the year ended December 31, 2014 is as follows (in thousands):

	December 31, 2014	
	Dividends and Interest Income	Net Appreciation in Fair Value of Investments
Mutual funds	\$ 65,214,056	\$ 37,110,119
Custom funds		33,092,904
Common and collective trusts		23,819,631
Stable value funds		14,138,833
		<hr/>
Total	<u>\$ 65,214,056</u>	108,161,487
Total investment income on Master Trust		<u>173,375,543</u>
Plan's interest in investment income on Master Trust		<u>\$ 161,726,387</u>

4. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2014 and 2013, and for the year ended December 31, 2014, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by T. Rowe Price, the trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that such information is complete and accurate.

	2014	2013
Statements of net assets—investments at fair value— interest in Rite Aid Master Retirement Savings Trust	\$2,776,382,662	\$2,770,513,583
Adjustment from contract value to fair value for the Synthetic GIC	10,628,637	4,200,996
Statement of changes in net assets—interest in Master Trust investment earnings	161,726,387	467,856,589

The fair value of the synthetic GIC portion of the SVF, which totals \$246,382,842 and \$250,471,190, as of December 31, 2014 and December 31, 2013, respectively, has been excluded from the table because the trustee, T. Rowe Price, did not certify the fair value of this portion of the fund. The contract value of the synthetic GIC portion of the SVF was certified, however, as complete and accurate by the trustee.

All investment balances and investment information have been certified by the Trustee, except for the fair value of the synthetic GIC portion of the SVF as of December 31, 2014 and 2013 and the classification and level of investments by level in Note 5, Fair Value Measurement.

5. FAIR VALUE MEASUREMENTS

The Plan utilizes the three-level valuation hierarchy for the recognition and disclosure of fair value measurements.

The categorization of assets and liabilities within this hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. The three levels of the hierarchy consist of the following:

Level 1—Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2—Inputs to the valuation methodology are quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active or inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument.

Level 3—Inputs to the valuation methodology are unobservable inputs based upon management's best estimate of inputs market participants could use in pricing the asset or liability at the measurement date, including assumptions about risk.

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. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual Funds—The Plan measures its mutual funds that are exchange-traded using the fund's quoted price, which is in an active market. Therefore, these investments are classified within Level 1 of the valuation hierarchy.

Custom Funds—Custom funds are made up of two mutual funds. The Plan measures its mutual funds that are exchange-traded using the fund's quoted price. They are traded daily based on observable fair value at a net asset value (NAV) that is recalculated daily. Regardless of the underlying investments, as permitted under GAAP, the Company values their investment in the custom funds using the practical expedient of net asset value. As there are no redemption restrictions on their investment in the custom funds and shares can be redeemed at net asset value on a daily basis without a notice period, it was determined that the investment in the common funds is a Level 2 measurement in the fair value hierarchy.

Common and Collective Trusts—The Common and Collective trusts are priced at trust NAV per unit, adjusted for trustee fees accrued daily (as applicable). Investments held by the trusts are stated at fair value in accordance with ASC Topic 820. Regardless of the underlying investments, as permitted under GAAP, the Company values their investment in the custom and collective trusts using the practical expedient of net asset value. As there are no redemption restrictions on their investment in the custom funds and shares can be redeemed at net asset value on a daily basis without a notice period, it was determined that the investment in the common and collective trusts is a Level 2 measurement in the fair value hierarchy.

Stable Value Fund—Stable value fund is a blended investment consisting of the synthetic GIC and the stable value common trust fund. The fair value of the synthetic GIC is based on the underlying portfolio of fixed income securities whose value is derived from the observable inputs based on the pricing of similar instruments that are publicly traded. The stable value common trust fund has underlying investments that consist of cash equivalents, collective trust funds, GICs, and alternative investment contracts. Cash equivalents are short-term investment funds that have a maturity of 90 days or less and are valued at cost. The collective trust funds value is derived by their respective NAV. The collective trust funds consist of bonds and asset-backed securities whose value is derived from observable inputs based on the pricing of similar instruments that are publicly traded. GICs are valued based on their underlying securities, which consist of bonds whose value is derived from observable inputs, including London InterBank Offered Rate (LIBOR) forward interest rate curves. The bonds are valued based on the pricing of similar bonds that are publicly traded. In determining fair value, factors such as the benefit-responsiveness of the investment contracts and the ability of the parties to the investment contracts to perform in accordance with the terms of the contracts, such inputs were not significant to the valuation. Alternative investment contracts are valued based on their underlying securities, which consists of common funds consisting of bonds and asset-backed securities whose value is derived from observable inputs based on the pricing of similar instruments that are publicly traded. Regardless of the underlying investments, as permitted under GAAP, the Company values their investment in the stable value common trust fund using the practical expedient of net asset value. As there are no redemption restrictions on their investment in the stable value common trust fund and shares can be redeemed at net asset value on a daily basis without a notice period, it was determined that the investment in the stable value common trust fund is a Level 2 measurement in the fair value hierarchy. As the synthetic GIC portion of the SVF is also a Level 2 measurement, the entire blended investment will be reflected as a Level 2 security.

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. The following table sets forth by Level within the fair value hierarchy a summary of the Master Trust's investments, and the corresponding Plan's interest in those investments, measured at fair value on a recurring basis at December 31, 2014 and 2013.

	Investments at Fair Value			Total
	Active Markets with Identical Assets Level 1	Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	
December 31, 2104				
Mutual funds:				
Dodge & Cox Balanced Fund	\$ 191,601,322	\$ -	\$ -	\$ 191,601,322
Pimco Total Return Instl	99,423,331			99,423,331
T. Rowe Price Extended Equity Market Index Fund	35,209,842			35,209,842
T. Rowe Price International Equity Index Fund	39,115,875			39,115,875
T. Rowe Price Prime Reserve Fund	1,326			1,326
Vanguard Instl Index Fund	267,726,620			267,726,620
Vanguard Small-Cap Index Instl	62,038,364			62,038,364
Total mutual funds	695,116,680	-	-	695,116,680
Custom funds:				
Northern Trust Global Advisors International Equity Fund				
Allianz NFJ International Value Fund		42,370,281		42,370,281
American Funds EuroPacific Growth Fund		42,283,928		42,283,928
Northern Trust Global Advisors Large-Cap Growth Fund				
T. Rowe Price Blue Chip Growth Fund		104,647,889		104,647,889
Jennison Growth Fund		104,353,894		104,353,894
Northern Trust Global Advisors Large-Cap Value Fund				
T. Rowe Price Equity Income Fund		56,092,912		56,092,912
Delaware Value Fund		56,103,291		56,103,291
Northern Trust Global Advisors Mid-Cap Fund				
AMG Systematic Mid Cap Value Fund		46,864,859		46,864,859
T. Rowe Price Mid Cap Growth Fund		46,901,683		46,901,683
Northern Trust Small-Cap Fund				
Westcore Small Cap Value Fund		51,265,852		51,265,852
Morgan Stanley Institutional Small Co		51,482,866		51,482,866
Total custom funds	-	602,367,455	-	602,367,455
Common and Collective Trusts:				
Bond Index Trust		34,080,994		34,080,994
T. Rowe Price Retirement Bal Active Trust C		15,516,612		15,516,612
T. Rowe Price Retirement 2005 Active Trust C		9,142,451		9,142,451
T. Rowe Price Retirement 2010 Active Trust C		27,199,037		27,199,037
T. Rowe Price Retirement 2015 Active Trust C		92,567,989		92,567,989
T. Rowe Price Retirement 2020 Active Trust C		175,391,417		175,391,417
T. Rowe Price Retirement 2025 Active Trust C		167,131,897		167,131,897
T. Rowe Price Retirement 2030 Active Trust C		180,593,335		180,593,335
T. Rowe Price Retirement 2035 Active Trust C		143,930,876		143,930,876
T. Rowe Price Retirement 2040 Active Trust C		159,804,738		159,804,738
T. Rowe Price Retirement 2045 Active Trust C		94,631,170		94,631,170
T. Rowe Price Retirement 2050 Active Trust C		46,822,082		46,822,082
T. Rowe Price Retirement 2055 Active Trust C		13,143,780		13,143,780
Total Common and Collective Trusts	-	1,159,956,378	-	1,159,956,378
Stable value fund:				
Common Trust Fund		242,618,873		242,618,873
Synthetic GIC:				
Government		88,784,436		88,784,436
Securitized		86,430,227		86,430,227
Corporate		81,272,134		81,272,134
Municipal		3,944,195		3,944,195
Cash equivalent		1,587,590		1,587,590
Total stable value fund	-	504,637,455	-	504,637,455
Net assets of the Master Trust	\$ 695,116,680	\$ 2,266,961,288	\$ -	2,962,077,968
Plan's interest in net assets of the Master Trust				\$ 2,787,011,299

	Investments at fair value			Total
	Active Market with Identical Assets Level 1	Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	
December 31, 2013				
Mutual funds:				
Dodge & Cox Balanced Fund	\$ 196,906,531	\$ -	\$ -	\$ 196,906,531
Pimco Total Return Instl	107,464,110			107,464,110
T. Rowe Price Extended Equity Market Index Fund	36,201,718			36,201,718
T. Rowe Price Insurance Fund	1,124			1,124
T. Rowe Price International Equity Index Fund	43,710,500			43,710,500
T. Rowe Price Retirement 2005	9,882,173			9,882,173
T. Rowe Price Retirement 2010	35,694,566			35,694,566
T. Rowe Price Retirement 2015	103,583,168			103,583,168
T. Rowe Price Retirement 2020	175,833,866			175,833,866
T. Rowe Price Retirement 2025	161,458,145			161,458,145
T. Rowe Price Retirement 2030	172,631,071			172,631,071
T. Rowe Price Retirement 2035	134,533,084			134,533,084
T. Rowe Price Retirement 2040	148,139,754			148,139,754
T. Rowe Price Retirement 2045	83,444,038			83,444,038
T. Rowe Price Retirement 2050	36,699,129			36,699,129
T. Rowe Price Retirement 2055	9,315,481			9,315,481
T. Rowe Price Retirement Income Fund	15,967,908			15,967,908
T. Rowe Price Prime Reserve Fund	138,773			138,773
Vanguard Instl Index Fund	243,681,336			243,681,336
Vanguard Small-Cap Index Instl	60,157,806			60,157,806
Total mutual funds	1,775,444,281	-	-	1,775,444,281
Custom funds:				
Northern Trust Global Advisors International Equity Fund				
Allianz NFJ International Value Fund		47,600,658		47,600,658
American Funds EuroPacific Growth Fund		47,485,490		47,485,490
Northern Trust Global Advisors Large-Cap Growth Fund				
T. Rowe Price Blue Chip Growth Fund		101,896,288		101,896,288
Jennison Growth Fund		101,887,057		101,887,057
Northern Trust Global Advisors Large-Cap Value Fund				
T. Rowe Price Equity Income Fund		53,257,782		53,257,782
Lord Abbett Affiliated Fund A		53,296,334		53,296,334
Northern Trust Global Advisors Mid-Cap Fund				
CRM Mid Cap Value Fund; Institutional		45,729,132		45,729,132
T. Rowe Price Mid Cap Growth Fund		45,758,235		45,758,235
Northern Trust Small-Cap Fund				
Lord Abbett Small Cap Value Series A		59,813,632		59,813,632
Morgan Stanley Institutional Small Co		59,909,275		59,909,275
Total custom funds	-	616,633,883	-	616,633,883
Common and Collective Trusts:				
Bond Index Trust		27,975,247		27,975,247
Stable value fund:				
Common Trust Fund		256,536,535		256,536,535
Synthetic GIC:				
Government		90,453,124		90,453,124
Securitized		91,153,944		91,153,944
Corporate		79,573,508		79,573,508
Municipal		3,885,534		3,885,534
Cash equivalent		1,353,385		1,353,385
Total stable value fund	-	522,956,030	-	522,956,030
Net assets of the Master Trust	\$1,775,444,281	\$1,167,565,160	\$ -	2,943,009,441
Plan's interest in net assets of the Master Trust				\$2,774,714,579

For the years ended December 31, 2014 and 2013, there were no significant transfers in or out of Levels 1, 2, or 3.

Other Financial Instruments—Other financial instruments not detailed above, employer and employee contributions receivable and notes receivable from participants, are recorded at book value, which the Plan believes approximates their fair values due to their short term nature.

6. SYNTHETIC GUARANTEED INVESTMENT CONTRACT

As part of the investment in the SVF, the plan provides a self-managed stable value investment option to participants that includes a synthetic guaranteed investment contract which simulates the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate (the wrapper contract) and a portfolio of financial instruments that are owned by the plan. The synthetic GIC contract includes underlying assets which are held in trust owned by the plan and utilizes a benefit-responsive wrapper contract. The contract provides that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The interest rates are reset quarterly based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. Certain events such as plan termination or a plan merger initiated by the plan sponsor, may limit the ability of the plan to transact at contract value or may allow for the termination of the wrapper contract at less than contract value. The plan sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable.

	2014	2013
Average yields:		
Based on annualized earnings ⁽¹⁾	1.14 %	1.21 %
Based on interest rate credited to participants ⁽²⁾	2.80	2.80

⁽¹⁾ Computed by dividing the annualized one-day actual earnings of the contract on the last day of the plan year by the fair value of the investments on the same date.

⁽²⁾ Computed by dividing the annualized one-day earnings credited to participants on the last day of the plan year by the fair value of the investments on the same date.

7. TAX STATUS

The Plan received a determination letter dated May 1, 2013, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan and the related trust are currently designed and being operated in compliance with the applicable requirements of the IRC and continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require 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 December 31, 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 2012, 2013, and 2014 remain open to audit.

8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants would become fully vested in the Plan Sponsor contributions.

9. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by T. Rowe Price Trust Company, the trustee and custodian of the Plan. The transactions related to such investments qualify as party-in-interest transactions. The Plan Administrator does not consider Plan Sponsor contributions or benefits paid by the Plan to be party-in-interest transactions.

10. CONTINGENCY

In 2011, the Plan's Recordkeeper identified an operational failure across all clients serviced relating to certain loans that were not defaulted in a timely manner and certain loans that were amortized beyond the loan's maximum payoff date. On September 1, 2011, the Plan's Recordkeeper submitted a Group Submission for operational failures under the IRS's Voluntary Correction Program on behalf of all of its clients, requesting a compliance statement and approval of the correction method for the operational failures identified. The Plan Administrator believes this operational failure did not affect the continuing qualification of the Plan; therefore, no provision for income taxes was included in the Plan's financial statements. Additionally, any penalties, taxes and remedial payments, if any, will not be material to the Plan and, due to the operational failures, will be paid by the Plan Recordkeeper. On July 8, 2014 the IRS accepted the Recordkeeper's correction methods. All corrections were completed by December 24, 2014.

11. RECONCILIATION OF FINANCIALS TO FORM 5500

The reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2014, is as follows:

	2014	2013
Net assets available for benefits per the financial statements at contract value	\$2,890,710,041	\$2,881,972,912
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>13,935,937</u>	<u>7,571,468</u>
Net assets available for benefits per Form 5500, Schedule H, Part I (line L)	<u>\$2,904,645,978</u>	<u>\$2,889,544,380</u>

For the year ended December 31, 2014, the following is a reconciliation of total income per the financial statements to the Form 5500:

Total contribution	\$ 199,658,119
Total investment income/(loss)	161,726,387
Total interest income	2,272,867
Prior year adjustment from fair value to contract value for fully benefit-responsive investment contracts	(7,571,468)
Current year adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>13,935,937</u>
Total income per Form 5500, Schedule H, Part II (line 2d)	<u>\$ 370,021,842</u>

12. SUBSEQUENT EVENTS

Effective January 1, 2015 the Record Keeper for the Plan changed from T. Rowe Price to Aon Hewitt and the Trustee for the Plan changed from T. Rowe Price to Wilmington Trust (now known as Matrix Trust Company).

* * * * *

SUPPLEMENTAL SCHEDULE

THE RITE AID 401(k) PLAN

Employer ID No: 23-1614034

Plan No: 025

FORM 5500, SCHEDULE H PART IV, LINE 4i—SCHEDULE OF ASSETS

(HELD AT END OF YEAR)

AS OF DECEMBER 31, 2014

Identity of Issuer, Borrower, Lessor or Similar Party and Description		Cost***	Fair Market Value
* Plans interest in net assets of Master Trust		\$ -	\$2,787,011,299
* Participant notes	Loan fund**	<u> </u>	<u>54,181,693</u>
Total assets held at end of year		<u>\$ -</u>	<u>\$2,841,192,992</u>

* Party-in-interest.

** The loans range in interest rates from 4.25% to 10.5% and expire through 2024.

*** Cost information is not required for participant-directed investments and therefore is not included

See accompanying independent auditors' report.

Plan Name	The Rite Aid 401(k) Plan
Plan Sponsor EIN	23-1614034
ERISA Plan #	025
Plan Year Ending	December 31, 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	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	The Rite Aid 401(k) Plan
Plan Sponsor EIN	23-1614034
ERISA Plan #	025
Plan Year Ending	December 31, 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	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	