



June 26, 2012

Re: Important Information about Your Retiree Benefits

Dear Plan Participant,

Effective September 1, 2012, there will be changes made to your retiree medical, dental, vision, life insurance, and Medicare Part B premium reimbursement benefits, as applicable, through SuperMedia. **Other pension benefits (if any) are not affected by this change.** Please review this information carefully.

Why are changes being made?

Our industry is facing tremendous economic pressures. As a business, it is our responsibility to continually monitor and analyze our cost structure, including the programs we provide, against industry benchmarks, trends and economic outlook. Our long-term goal is to run a successful company that is competitive within the marketplace, and sometimes that requires making strategic—although difficult—decisions.

As health care and welfare benefit costs continue to rise, we're faced with the need to change the way we fund and deliver benefit programs to our retirees. SuperMedia has absorbed most of the retiree benefit plan costs through the years, but unfortunately, the Company can no longer afford this level of cost and remain competitive.

SuperMedia is not alone in these challenges. Many companies, including those which we compete against, have already reduced their retiree benefits. In addition, a recent survey by Kaiser found that among large firms offering health benefits to their active employees, the percentage of firms offering retiree health benefits fell from 66% in 1988 to just 26% in 2011. After careful consideration of our options, we have decided to make the changes outlined in this letter.

Pre-Medicare Participants: What is changing?

Effective September 1, 2012, your medical, dental, vision, life insurance, and Medicare Part B reimbursement benefits, as applicable, through SuperMedia are changing as follows:

- The amount of money SuperMedia contributes toward the cost of your medical, dental, and vision coverage **will be reduced to 75% of the current amount** starting September 1, 2012 and continuing through December 31, 2013. As an example, if SuperMedia contributes \$500/month toward the cost of your medical, dental, and vision coverage today, the Company will contribute \$375/month beginning in September. As a result, the contribution you make to participate will increase accordingly. In addition, the amount you contribute toward the cost of your medical, dental and vision coverage may be adjusted again starting on January 1, 2013 as the cost of health care changes.

- Beginning January 1, 2014, you will have access to the retiree medical, dental, and vision plans then offered by SuperMedia, but if you choose to continue coverage through SuperMedia, you will be responsible for the full cost.
- SuperMedia will discontinue payment of your life insurance coverage on September 1, 2012. You will have a one-time opportunity to elect to continue the amount of this coverage by paying for it, as follows:
 - Minnesota Life will continue your current life insurance coverage amount under the supplemental life program, up to \$100,000, with no medical evidence required.
 - For an amount over \$100,000, you will need to provide medical evidence of insurability satisfactory to Minnesota Life to continue it.
 - You may elect a lesser amount of coverage than you currently have, but you cannot increase it once you make this election.
 - If your current coverage is subject to an age reduction schedule, the supplemental life program's age reduction schedule will be used effective September 1, 2012. This may affect the amount of coverage you are able to continue.
 - **You will be responsible for the full cost of your life insurance.** The amount you pay will be based on the amount of life insurance continued, whether or not you are a tobacco user, and your age.
 - Minnesota Life will be sending materials to you on how to make this election.
- The premium rates applicable to your Supplemental Life benefits will be increasing slightly, including the premium rates applicable to your spouse and child(ren) supplemental life coverage. In addition, Minnesota Life will bill you directly for the cost of all of your group life insurance coverage effective September 1, 2012.

Current and Future Medicare-Eligible Participants: What is changing?

Effective September 1, 2012, your medical, dental, vision, life insurance, and Medicare Part B reimbursement benefits, as applicable, through SuperMedia **will be discontinued. These benefits will no longer be provided by SuperMedia.** The Company recognizes the impact this can have, so it is taking the following actions to assist you:

- Individual medical, dental, and vision programs are available on the open market. SuperMedia has contracted with a firm, Extend Health, to help you navigate the individual market and find medical, dental, and/or vision coverage that best meets your needs.

Extend Health is sending materials to you which should arrive in the next few days. Extend Health is here to help you – **we strongly recommend you review these materials and discuss your needs with Extend Health.** In addition:

- Extend Health will be available to help you enroll in medical, dental, and/or vision coverage starting June 26, 2012 and continuing through August 31, 2012, with an effective date of September 1, 2012. **If you do not enroll by August 31, 2012, you may have a lapse in coverage.**

Extend Health is able to help you evaluate a variety of health plan options, and many health plans are available at a reasonable cost. Using Extend Health is completely your decision, but they are experienced with helping Medicare eligible members find health coverage that meets their needs – they are here to help you.

- You will no longer be subsidized for your Medicare Part B premium.
- SuperMedia will discontinue payment of your life insurance coverage on September 1, 2012. You will have a one-time opportunity to elect to continue the amount of this coverage by paying for it, as follows:
 - Minnesota Life will continue your current life insurance coverage amount under the supplemental life program, up to \$100,000, with no medical evidence required.
 - For an amount over \$100,000, you will need to provide medical evidence of insurability satisfactory to Minnesota Life to continue it.
 - You may elect a lesser amount of coverage than you currently have, but you cannot increase it once you make this election.
 - If your current coverage is subject to an age reduction schedule, the supplemental life program's age reduction schedule will be used effective September 1, 2012. This may affect the amount of coverage you are able to continue.
 - **You will be responsible for the full cost of your life insurance.** The amount you pay will be based on the amount of life insurance continued, whether or not you are a tobacco user, and your age.
 - Minnesota Life will be sending materials to you on how to make this election.
- The premium rates applicable to your Supplemental Life benefits will be increasing slightly, including the premium rates applicable to your spouse and child(ren) supplemental life coverage. In addition, Minnesota Life will bill you directly for the cost of all of your group life insurance coverage effective September 1, 2012.

Pre-Medicare and Medicare Surviving Spouses and Dependents

Effective September 1, 2012, surviving spouse/dependent coverage will change. Specifically, access to, and the amount the Company contributes for, a survivor/dependent's medical, dental and vision coverage will be the same amount "as if" the survivor/dependent was the retiree. There will no longer be a "free" period of coverage, and a survivor/dependent's eligibility for and cost to participate in these plans will be as described above.

Next steps

It is important for you to consider the options available to you, including but not limited to:

- Evaluating the amount of life insurance you want/need.
- Researching alternative health care options that may be available to you, such as a spouse's coverage, or individual plans through Extend Health if you are Medicare eligible.

For Medicare eligible members, we have set up two narratives to help you understand the services available through Extend Health. Specifically:

- A slide show with narration can be accessed from your personal computer through Extend Health's website.
- A teleconference can be accessed from any touch tone phone.

Both the slide show and the teleconference will be pre-recorded and contain the same information. They will be available 24 hours a day starting June 26, 2012. Remember, you can always call Extend Health directly to discuss your health care needs.

Attached is a "Frequently Asked Questions (FAQ)" sheet to help answer some of your questions. Please call the SuperMedia Benefits Center toll-free at 888-385-3028 if you have additional questions regarding these benefit changes.

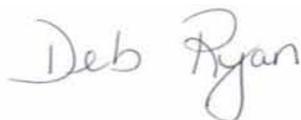
Objections

If you wish to contest SuperMedia's right to change or terminate retiree benefits, please do so in writing on the enclosed SuperMedia Retiree Benefits Claim Form. Upon completion, please return your SuperMedia Retiree Benefits Claim Form, as well as any additional documentation, to SuperMedia by overnight mail, fax, or e-mail, as indicated in the claim form.

In Closing

These decisions were not easy to make, and we understand you and your family may be affected. Please review this information carefully so you understand the changes taking place and the options available to you.

Sincerely,



Deb Ryan
Executive Vice President, Human Resources

SuperMedia Amendment and Termination Rights

This letter and the attached materials are a Summary of Material Modifications that describes changes to the summary plan descriptions that describe your health & welfare benefits under the SuperMedia Plan for Group Insurance for Mid-Atlantic Associates, SuperMedia Plan for Group Insurance for New York and New England Associates or SuperMedia Management and Non-Union Plan for Group Insurance and your pension benefits under the SuperMedia Pension Plan for Collectively-Bargained Employees or the SuperMedia Pension Plan for Management Employees (SPDs). Keep these materials with your SPDs for the most current information about your benefits. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.

The information contained in this document presents descriptions of the health and welfare benefits and pension benefits available to eligible participants of the SuperMedia sponsored plans. SuperMedia and the plan administrator reserve the right to amend, modify, suspend, revoke, or terminate these plans, including, but not limited to, Company and/or participant contributions to these plans, in whole or in part at any time, for any reason, at its discretion, and with or without advance notice.

This page is intentionally blank

SUPERMEDIA RETIREE BENEFITS CLAIM FORM

SuperMedia Inc. ("SuperMedia") has amended the Plans (as defined in the attached letter from SuperMedia, ("Letter")) that currently provide you with retiree health and welfare benefits. Based on plan documents, including the current Summary Plan Descriptions and the Plans, SuperMedia believes it has the right to amend, modify, revoke or terminate the Plans at any time and at its discretion. The purpose of this Retiree Benefits Claim Form is to provide you with a procedure to object to SuperMedia's right to amend, modify, revoke, or terminate the Plans at any time and at its discretion. Should you wish to do so, please complete the following and provide any documents you have to support your position.

1. Contact Information:

Full Name or Name While Employed			
Current Street Address ()	City	State	Zip Code
Area Code	Daytime Telephone Number	Date of Birth	
Name of Former Employer		If Former Bargaining Unit Member, Union Name	
Retiree Signature		Date	

2. Yes No Do you claim that SuperMedia does not have the right to and cannot change or terminate your current retiree health and welfare benefits? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

3. Yes No Do you claim that you have a continuing right to the retiree medical benefits that you currently receive under the Plans that prevents SuperMedia from changing those benefits as described in the Letter? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

4. Yes No Do you claim that SuperMedia's changes to the Plans, as described in the Letter, deny you from receiving retiree benefits that SuperMedia is obligated to provide you? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

5. Yes No If your answer to numbers 2, 3, or 4 is "yes," do you have any documentation to support your position? If yes, please send the supporting documentation to SuperMedia with this completed Retiree Benefits Claim Form.

Please return this Retiree Benefits Claim Form and all supporting documentation via overnight mail, fax, or e-mail to:

SuperMedia LLC c/o SuperMedia Claims
2200 West Airfield Drive
P.O. Box 619810
D/FW Airport, TX 75261-4008
Facsimile: 1-877-462-0581 or E-mail: SuperMediaClaims@SuperMedia.com

This page is intentionally blank

Frequently Asked Questions

1. Is my pension affected?

The only change being made to the pension plan for certain retirees is the elimination of future Medicare Part B premium reimbursements.

2. Do you plan to reinstate retiree health care benefits to their current level if the company's financial position improves in the future?

No, we currently do not have plans to reinstate coverage in the future.

3. Are changes being made to the benefits provided to active employees, too? Or are retirees the only group affected?

No changes to the benefits provided to active employees are being made at this time.

4. Are retirees that currently have "access only" coverage (no Company subsidy) eligible to use the Extend Health Medicare Exchange to find coverage?

Yes. Any Medicare-eligible retiree can, and is encouraged to, use Extend Health.

5. I retired from a predecessor company, e.g. Verizon, GTE, NYNEX, or BellAtlantic. Why is my coverage being changed while Verizon retirees are not affected?

The changes being made apply to SuperMedia retirees, including those who came from a predecessor company. The business environment for SuperMedia is different from Verizon's. SuperMedia has decided to make these changes to stay competitive in the market in which we do business. We are not aware of any changes Verizon may be considering.

6. I am Medicare eligible and I currently cover my pre-Medicare dependent children. Are they eligible to continue SuperMedia's pre-Medicare medical and dental benefits at the new contribution rates?

Eligible dependents you cover now may continue to be covered through SuperMedia, as long as they continue to meet the definition of an "eligible dependent" in the plan.

7. What happens if I retire before September 1, 2012?

When you retire, you will be presented with the same options available to other similarly situated retirees as of that time.

8. I am not eligible for Medicare now, but will become Medicare eligible soon. Am I eligible to use the Extend Health Medicare Exchange?

Yes, you will be able to use the resources provided by Extend Health when you become Medicare eligible.

9. When will I know how much my new medical and dental contributions will be?

- a. Extend Health will be able to provide Medicare premium rates when you call them.
- b. New contribution rates for SuperMedia coverage will also be available. Participants who experience a premium change for SuperMedia coverage will also receive a new confirmation statement.

10. Am I required to go through Extend Health Medicare Exchange?

You are not required to use Extend Health. SuperMedia is giving you access to Extend Health in an effort to ease the transition to an individual plan—so that you know what options are available, and you are able to make an informed decision as you choose care.

These FAQs are only a summary. Not all questions and answers apply to all participants. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.

Extend Health

A Brief Overview

Extend Health is an agency established to assist Medicare-eligible members in finding medical, pharmacy, dental, and vision coverage that best meets the individual's needs. While Extend Health is not an insurance company, their employees are licensed in all 50 states. They work with many insurance companies, and can provide guidance and assistance to individuals, such as you, find quality and affordable health care coverage through individual policies. Extend Health's services are free to you.

Extend Health has over 6 years of experience working with the retirees of many companies. By serving as a single source of guidance, Extend Health's Benefit Advisors can take the guesswork out of the sometimes confusing individual Medicare market, and help you find the health care plan(s) that best meet your needs. You can read more about Extend Health at www.extendhealth.com/supermedia.

Services & Questions

There are a number of activities and questions that Extend Health can assist with, to help you gain a better understanding of your health care options. Below is a list of many of the services that Extend Health provides (**consider putting a check in the box next to those items you'd like to discuss with Extend Health**), followed by some frequently asked questions.

- **General**

- Do I have to use Extend Health?
- If I don't enroll through Extend Health this year, can I call them next year? Will Extend Health help me after this year? Do I have to re-enroll every year?
- How secure is my information at Extend Health?
- Are the Benefit Advisors paid a commission to put me in a plan? How do Benefit Advisors get paid?

- **Getting started**

- What information should I have ready when I speak with a Benefit Advisor?
- Can I enroll in a health plan if I have a pre-existing condition?
- Can a family member discuss my options with Extend Health on the phone and make the decision?
- Does Extend Health have touch tone for the hearing impaired?

- **Coverage considerations**

- Are dental and vision plans available too, or just medical and pharmacy?
- Can I switch plans if I do not like the plan I pick?
- My spouse is losing her coverage when she retires, can she use Extend Health? Can Extend Health help my spouse obtain coverage even though she is not with SuperMedia and not age 65 yet?
- If I do not have Medicare Part B, can I still enroll in a medical plan? Can Extend Health help me get Part B?
- My spouse and I have a home in another state, will we have coverage there too?
- What happens if I move? Will I lose my coverage?
- Will my plan cover my doctors and when I travel?
- Can I get health care coverage outside the U.S.A.?
- Are there plans that will work with Veteran's Administration or Tri-care benefits?

- **Insurance company**

- What types of medical plans are available?
- Will I need new prescriptions? Are 90 day prescriptions available?
- How do I file a claim?
- If I get sick, can the carrier cancel my coverage or increase my cost?
- Will my premiums be deducted from my pension check for my new plan? Will my premiums increase, and how much?

Extend Health: Frequently Asked Questions

1. Can I meet with a Benefit Advisor in person?

No, all enrollments are via the Extend Health phone line, and you can access most of the information on their web site. 100% of the calls are recorded for your protection.

2. If I like the Benefit Advisor I talk to at Extend Health, can I request to speak with that same Advisor again?

Yes. In fact if you call Extend Health from the same phone number of your initial call, the system will automatically attempt to route you to the same Benefit Advisor. However, Benefit Advisors take excellent notes and anyone is able to help you without starting over.

3. I have special needs: Hearing, Understanding, or Power of Attorney. Can these people talk to a Benefit Advisor?

Extend Health has TTY service for the hearing impaired, alternative language options, and you can request a specific person to be on the line with you or for you. However, unless they have Power of Attorney for medical decisions, you will need to be on the line for the actual enrollment confirmation.

4. Will I be refused medical/Rx coverage due to a pre-existing condition? Will I pay more? Can my policy be cancelled once I am enrolled because of my condition? Can my rate be raised for that reason?

During the first transition from group coverage, you are eligible for all Medigap and Medicare Advantage plans with Guaranteed Issue (GI). This means no pre-existing conditions can limit your ability to enroll.

If you enroll in a Medigap plan when you first transition from group coverage, and you wish to change to another Medigap in the future, you will go through medical underwriting. You will not necessarily be denied, but your monthly premiums could be higher. Your policy cannot be cancelled once you are enrolled unless you do not pay your premiums; and your rate will not be raised for medical reasons.

Medicare Advantage plans are always provided guaranteed issue, without medical underwriting.

5. What types of medical coverage are available?

Generally there are two types of medical plans available:

- Medigap plans. Medigap insurance is a kind of health insurance policy sold by private insurance companies to fill the “gaps” in original Medicare coverage. Medigap insurance companies can only sell you a “standardized” Medigap policy identified by letters A, B, C, D, F, High-Deductible F, G, K, L, M and N. Each standardized Medigap policy must offer the same basic benefits, no matter what insurance company sells it.
- Medicare Advantage plans. Medicare Advantage plans are similar to HMOs.

6. Can I obtain medical and Rx from one carrier or will I need separate plans?

If you enroll in a Medigap plan, you will need to enroll in each option separately. Some Medicare Advantage plans have limited provisions for all of these needs. Your Benefit Advisor can help you find the best combination for you.

7. If I’m not enrolled in Medicare Part B, can Extend Health help me get it?

Yes, contact a Benefit Advisor at Extend Health for assistance with the process to enroll in Part B.

8. What if I have the option for other coverage (spouse, military) – if I don’t enroll through Extend Health right now, can I enroll later?

Yes, you can enroll in a medical or prescription plan later.

9. If I don't like the plan that I enrolled in, when can I change?

Every year you will have an Annual Enrollment Period during which you can investigate other medical and drug plans and potentially enroll in a different plan. During this period, you can elect a new plan with no underwriting restrictions for the Part D (Rx) and Medicare Advantage plans, but changes for Medigap plans may be subject to medical underwriting.

You will receive notification from Extend Health of the Annual Enrollment Period; you are encouraged to contact them should you have any questions.

10. How do I pay for my new coverage?

You will pay a monthly premium to the insurance company which is providing you with coverage. They will send a monthly bill to you, and payment may be made via check. Most insurance companies also offer direct debit payment, so your payment comes out of your checking account at the same time each month.

Keep in mind, if you were having your health care deductions withdrawn from your pension check, this will no longer occur for your Medicare eligible family members.

11. Will my premium rates increase every year? If so, by how much?

In general, insurance premiums increase every year. The increase in plan cost year-to-year can vary widely. We advise you to contact Extend Health and compare other plans if your increase seems above average.

12. I live in 2 different homes during the year, do you offer plans that cover me in multiple states?

Yes, Extend Health can help you obtain coverage in all 50 states.

13. Are there plans that will cover me when I travel domestically or internationally?

Medigap plans are accepted by every Medicare-participating provider in the U.S., with some emergency benefits worldwide. If you travel frequently or live part of the year out-of-state, these plans may be right for you.

Some Medicare Advantage plans also have worldwide emergency coverage.

These FAQs are only a summary. Not all questions and answers apply to all participants. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.



June 26, 2012

Re: Important Information about Your Retiree Benefits

Dear Plan Participant,

Effective September 1, 2012, there will be changes made to your retiree medical, dental, vision, and life insurance benefits, as applicable, through SuperMedia. **Your pension benefits (if any) are not affected by these changes.** Please review this information carefully.

Why are changes being made?

Our industry is facing tremendous economic pressures. As a business, it is our responsibility to continually monitor and analyze our cost structure, including the programs we provide, against industry benchmarks, trends and economic outlook. Our long-term goal is to run a successful company that is competitive within the marketplace, and sometimes that requires making strategic—although difficult—decisions.

As health care and welfare benefit costs continue to rise, we're faced with the need to change the way we fund and deliver benefit programs to our retirees. SuperMedia has absorbed most of the retiree health plan costs through the years, but unfortunately, the Company can no longer afford this level of cost and remain competitive.

SuperMedia is not alone in these challenges. Many companies, including those which we compete against, have already reduced their retiree benefits. In addition, a recent survey by Kaiser found that among large firms offering health benefits to their active employees, the percentage of firms offering retiree health benefits fell from 66% in 1988 to just 26% in 2011. After careful consideration of our options, we have decided to make the changes outlined in this letter.

What is changing?

Effective September 1, 2012, your medical, dental, vision, and life insurance benefits, as applicable, through SuperMedia are changing as follows:

- The amount of money SuperMedia contributes toward the cost of your medical, dental, and vision coverage **will be reduced to 75% of the current amount** starting September 1, 2012 and continuing through December 31, 2013. As an example, if SuperMedia contributes \$500/month toward the cost of your medical, dental, and vision coverage today, the Company will contribute \$375/month beginning in September. As a result, the contribution you make to participate will increase accordingly. In addition, the amount you contribute toward the cost of your medical, dental and vision coverage may be adjusted again starting on January 1, 2013 as the cost of health care changes.

- Beginning January 1, 2014, you will have access to the retiree medical, dental, and vision plans then offered by SuperMedia, but if you choose to continue coverage through SuperMedia, you will be responsible for the full cost.
- You will no longer be subsidized for your Medicare Part B premium, if applicable.
- SuperMedia will discontinue payment of your life insurance coverage on September 1, 2012. You will have a one-time opportunity to elect to continue the amount of this coverage by paying for it, as follows:
 - Minnesota Life will continue your current life insurance coverage amount under the supplemental life program, up to \$100,000, with no medical evidence required.
 - For an amount over \$100,000, you will need to provide medical evidence of insurability satisfactory to Minnesota Life to continue it.
 - You may elect a lesser amount of coverage than you currently have, but you cannot increase it once you make this election.
 - If your current coverage is subject to an age reduction schedule, the supplemental life program's age reduction schedule will be used effective September 1, 2012. This may affect the amount you are able to continue.
 - **You will be responsible for the full cost of your life insurance.** The amount you pay will be based on the amount of life insurance continued, whether or not you are a tobacco user, and your age.
 - Minnesota Life will be sending materials to you on how to make this election.

Surviving Spouses and Dependents

Effective September 1, 2012, surviving spouse/dependent coverage will change. Specifically, the amount the Company contributes for your medical, dental and vision coverage will be the same amount "as if" you were the retiree. There will no longer be a "free" period of coverage, and your cost to participate in these plans will be as described above.

Next steps

It is important for you to consider all the options available to you, including but not limited to:

- Evaluating the amount of life insurance you want/need.
- Researching alternative health care options that may be available to you, such as a spouse's coverage, or individual plans on the open market. For example, **when you become Medicare eligible**, you may want to consider health care through the individual market as an alternative to your SuperMedia coverage. To assist, SuperMedia has contracted with Extend Health, a leader in helping Medicare eligible individuals find health care coverage. Extend Health has helped thousands of individuals navigate the individual health care market, and they may be able to help you too.

- Using Extend Health is completely your decision, but they are experienced with helping Medicare eligible members find health coverage that meets their needs. They are able to help you evaluate a variety of health plan options and find coverage at a reasonable cost.
- Extend Health is here to help – **we strongly recommend you discuss your health care needs with them.**
- Attached is a “Frequently Asked Questions (FAQ)” sheet to help answer some of your questions. Please call the SuperMedia Benefits Center toll-free at 888-385-3028 if you have additional questions regarding these benefit changes.

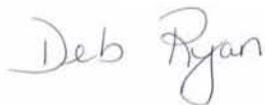
Objections

If you wish to contest SuperMedia’s right to change or terminate retiree benefits, please do so in writing on the enclosed SuperMedia Retiree Benefits Claim Form. Upon completion, please return your SuperMedia Retiree Benefits Claim Form, as well as any additional documentation, to SuperMedia by overnight mail, fax, or e-mail, as indicated in the claim form.

In Closing

These decisions were not easy to make, and we understand you and your family may be affected. Please review this information carefully so you understand the changes taking place and the options available to you.

Sincerely,

A handwritten signature in cursive script that reads "Deb Ryan".

Deb Ryan
Executive Vice President, Human Resources

SuperMedia Amendment and Termination Rights

This letter and the attached materials are a Summary of Material Modifications that describes changes to the summary plan descriptions that describe your health & welfare benefits under the SuperMedia Plan for Group Insurance for Mid-Atlantic Associates, the SuperMedia Plan for Group Insurance for New York and New England Associates or the SuperMedia Management and Non-Union Plan for Group Insurance (SPDs). Keep these materials with your SPDs for the most current information about your benefits. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.

The information contained in this document presents descriptions of the health and welfare benefits available to eligible participants of the SuperMedia sponsored plans. SuperMedia and the plan administrator reserve the right to amend, modify, suspend, revoke, or terminate these plans, including, but not limited to, Company and/or participant contributions to these plans, in whole or in part at any time, for any reason, at its discretion, and with or without advance notice.

SUPERMEDIA RETIREE BENEFITS CLAIM FORM

SuperMedia Inc. ("SuperMedia") has amended the Plans (as defined in the attached letter from SuperMedia, ("Letter")) that currently provide you with retiree health and welfare benefits. Based on plan documents, including the current Summary Plan Descriptions and the Plans, SuperMedia believes it has the right to amend, modify, revoke or terminate the Plans at any time and at its discretion. The purpose of this Retiree Benefits Claim Form is to provide you with a procedure to object to SuperMedia's right to amend, modify, revoke, or terminate the Plans at any time and at its discretion. Should you wish to do so, please complete the following and provide any documents you have to support your position.

1. Contact Information:

Full Name or Name While Employed			
Current Street Address ()	City	State	Zip Code
Area Code	Daytime Telephone Number	Date of Birth	
Name of Former Employer		If Former Bargaining Unit Member, Union Name	
Retiree Signature		Date	

2. Yes No Do you claim that SuperMedia does not have the right to and cannot change or terminate your current retiree health and welfare benefits? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

3. Yes No Do you claim that you have a continuing right to the retiree medical benefits that you currently receive under the Plans that prevents SuperMedia from changing those benefits as described in the Letter? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

4. Yes No Do you claim that SuperMedia's changes to the Plans, as described in the Letter, deny you from receiving retiree benefits that SuperMedia is obligated to provide you? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

5. Yes No If your answer to numbers 2, 3, or 4 is "yes," do you have any documentation to support your position? If yes, please send the supporting documentation to SuperMedia with this completed Retiree Benefits Claim Form.

Please return this Retiree Benefits Claim Form and all supporting documentation via overnight mail, fax, or e-mail to:

SuperMedia LLC c/o SuperMedia Claims
2200 West Airfield Drive
P.O. Box 619810
D/FW Airport, TX 75261-4008
Facsimile: 1-877-462-0581 or E-mail: SuperMediaClaims@SuperMedia.com

This page is intentionally blank

Frequently Asked Questions

1. Is my pension affected?

The only change being made to the pension plan for certain retirees is the elimination of future Medicare Part B premium reimbursements.

2. Do you plan to reinstate retiree health care benefits to their current level if the company's financial position improves in the future?

No, we currently do not have plans to reinstate coverage in the future.

3. Are changes being made to the benefits provided to active employees, too? Or are retirees the only group affected?

No changes to the benefits provided to active employees are being made at this time.

4. Are retirees that currently have "access only" coverage (no Company subsidy) eligible to use the Extend Health Medicare Exchange to find coverage?

Yes. Any Medicare-eligible retiree can, and is encouraged to, use Extend Health.

5. I retired from a predecessor company, e.g. Verizon, GTE, NYNEX, or BellAtlantic. Why is my coverage being changed while Verizon retirees are not affected?

The changes being made apply to SuperMedia retirees, including those who came from a predecessor company. The business environment for SuperMedia is different from Verizon's. SuperMedia has decided to make these changes to stay competitive in the market in which we do business. We are not aware of any changes Verizon may be considering.

6. I am Medicare eligible and I currently cover my pre-Medicare dependent children. Are they eligible to continue SuperMedia's pre-Medicare medical and dental benefits at the new contribution rates?

Eligible dependents you cover now may continue to be covered through SuperMedia, as long as they continue to meet the definition of an "eligible dependent" in the plan.

7. What happens if I retire before September 1, 2012?

When you retire, you will be presented with the same options available to other similarly situated retirees as of that time.

8. I am not eligible for Medicare now, but will become Medicare eligible soon. Am I eligible to use the Extend Health Medicare Exchange?

Yes, you will be able to use the resources provided by Extend Health when you become Medicare eligible.

9. When will I know how much my new medical and dental contributions will be?

- a. Extend Health will be able to provide Medicare premium rates when you call them.
- b. New contribution rates for SuperMedia coverage will also be available. Participants who experience a premium change for SuperMedia coverage will also receive a new confirmation statement.

10. Am I required to go through Extend Health Medicare Exchange?

You are not required to use Extend Health. SuperMedia is giving you access to Extend Health in an effort to ease the transition to an individual plan—so that you know what options are available, and you are able to make an informed decision as you choose care.

These FAQs are only a summary. Not all questions and answers apply to all participants. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.

Extend Health

A Brief Overview

Extend Health is an agency established to assist Medicare-eligible members in finding medical, pharmacy, dental, and vision coverage that best meets the individual's needs. While Extend Health is not an insurance company, their employees are licensed in all 50 states. They work with many insurance companies, and can provide guidance and assistance to individuals, such as you, find quality and affordable health care coverage through individual policies. Extend Health's services are free to you.

Extend Health has over 6 years of experience working with the retirees of many companies. By serving as a single source of guidance, Extend Health's Benefit Advisors can take the guesswork out of the sometimes confusing individual Medicare market, and help you find the health care plan(s) that best meet your needs. You can read more about Extend Health at www.extendhealth.com/supermedia.

Services & Questions

There are a number of activities and questions that Extend Health can assist with, to help you gain a better understanding of your health care options. Below is a list of many of the services that Extend Health provides (**consider putting a check in the box next to those items you'd like to discuss with Extend Health**), followed by some frequently asked questions.

- **General**

- Do I have to use Extend Health?
- If I don't enroll through Extend Health this year, can I call them next year? Will Extend Health help me after this year? Do I have to re-enroll every year?
- How secure is my information at Extend Health?
- Are the Benefit Advisors paid a commission to put me in a plan? How do Benefit Advisors get paid?

- **Getting started**

- What information should I have ready when I speak with a Benefit Advisor?
- Can I enroll in a health plan if I have a pre-existing condition?
- Can a family member discuss my options with Extend Health on the phone and make the decision?
- Does Extend Health have touch tone for the hearing impaired?

- **Coverage considerations**

- Are dental and vision plans available too, or just medical and pharmacy?
- Can I switch plans if I do not like the plan I pick?
- My spouse is losing her coverage when she retires, can she use Extend Health? Can Extend Health help my spouse obtain coverage even though she is not with SuperMedia and not age 65 yet?
- If I do not have Medicare Part B, can I still enroll in a medical plan? Can Extend Health help me get Part B?
- My spouse and I have a home in another state, will we have coverage there too?
- What happens if I move? Will I lose my coverage?
- Will my plan cover my doctors and when I travel?
- Can I get health care coverage outside the U.S.A.?
- Are there plans that will work with Veteran's Administration or Tri-care benefits?

- **Insurance company**

- What types of medical plans are available?
- Will I need new prescriptions? Are 90 day prescriptions available?
- How do I file a claim?
- If I get sick, can the carrier cancel my coverage or increase my cost?
- Will my premiums be deducted from my pension check for my new plan? Will my premiums increase, and how much?

Extend Health: Frequently Asked Questions

1. Can I meet with a Benefit Advisor in person?

No, all enrollments are via the Extend Health phone line, and you can access most of the information on their web site. 100% of the calls are recorded for your protection.

2. If I like the Benefit Advisor I talk to at Extend Health, can I request to speak with that same Advisor again?

Yes. In fact if you call Extend Health from the same phone number of your initial call, the system will automatically attempt to route you to the same Benefit Advisor. However, Benefit Advisors take excellent notes and anyone is able to help you without starting over.

3. I have special needs: Hearing, Understanding, or Power of Attorney. Can these people talk to a Benefit Advisor?

Extend Health has TTY service for the hearing impaired, alternative language options, and you can request a specific person to be on the line with you or for you. However, unless they have Power of Attorney for medical decisions, you will need to be on the line for the actual enrollment confirmation.

4. Will I be refused medical/Rx coverage due to a pre-existing condition? Will I pay more? Can my policy be cancelled once I am enrolled because of my condition? Can my rate be raised for that reason?

During the first transition from group coverage, you are eligible for all Medigap and Medicare Advantage plans with Guaranteed Issue (GI). This means no pre-existing conditions can limit your ability to enroll.

If you enroll in a Medigap plan when you first transition from group coverage, and you wish to change to another Medigap in the future, you will go through medical underwriting. You will not necessarily be denied, but your monthly premiums could be higher. Your policy cannot be cancelled once you are enrolled unless you do not pay your premiums; and your rate will not be raised for medical reasons.

Medicare Advantage plans are always provided guaranteed issue, without medical underwriting.

5. What types of medical coverage are available?

Generally there are two types of medical plans available:

- Medigap plans. Medigap insurance is a kind of health insurance policy sold by private insurance companies to fill the “gaps” in original Medicare coverage. Medigap insurance companies can only sell you a “standardized” Medigap policy identified by letters A, B, C, D, F, High-Deductible F, G, K, L, M and N. Each standardized Medigap policy must offer the same basic benefits, no matter what insurance company sells it.
- Medicare Advantage plans. Medicare Advantage plans are similar to HMOs.

6. Can I obtain medical and Rx from one carrier or will I need separate plans?

If you enroll in a Medigap plan, you will need to enroll in each option separately. Some Medicare Advantage plans have limited provisions for all of these needs. Your Benefit Advisor can help you find the best combination for you.

7. If I’m not enrolled in Medicare Part B, can Extend Health help me get it?

Yes, contact a Benefit Advisor at Extend Health for assistance with the process to enroll in Part B.

8. What if I have the option for other coverage (spouse, military) – if I don't enroll through Extend Health right now, can I enroll later?

Yes, you can enroll in a medical or prescription plan later.

9. If I don't like the plan that I enrolled in, when can I change?

Every year you will have an Annual Enrollment Period during which you can investigate other medical and drug plans and potentially enroll in a different plan. During this period, you can elect a new plan with no underwriting restrictions for the Part D (Rx) and Medicare Advantage plans, but changes for Medigap plans may be subject to medical underwriting.

You will receive notification from Extend Health of the Annual Enrollment Period; you are encouraged to contact them should you have any questions.

10. How do I pay for my new coverage?

You will pay a monthly premium to the insurance company which is providing you with coverage. They will send a monthly bill to you, and payment may be made via check. Most insurance companies also offer direct debit payment, so your payment comes out of your checking account at the same time each month.

Keep in mind, if you were having your health care deductions withdrawn from your pension check, this will no longer occur for your Medicare eligible family members.

11. Will my premium rates increase every year? If so, by how much?

In general, insurance premiums increase every year. The increase in plan cost year-to-year can vary widely. We advise you to contact Extend Health and compare other plans if your increase seems above average.

12. I live in 2 different homes during the year, do you offer plans that cover me in multiple states?

Yes, Extend Health can help you obtain coverage in all 50 states.

13. Are there plans that will cover me when I travel domestically or internationally?

Medigap plans are accepted by every Medicare-participating provider in the U.S., with some emergency benefits worldwide. If you travel frequently or live part of the year out-of-state, these plans may be right for you.

Some Medicare Advantage plans also have worldwide emergency coverage.

These FAQs are only a summary. Not all questions and answers apply to all participants. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.

This page is intentionally blank.



June 26, 2012

Re: Important Information about Your Retiree Benefits

Dear Plan Participant,

Effective January 1, 2014, there will be changes made to your retiree medical, dental, vision, life insurance, and Medicare Part B premium reimbursement benefits from the pension plan, as applicable, through SuperMedia. **Other pension benefits (if any) are not affected by these changes.** Please review this information carefully.

Why are changes being made?

Our industry is facing tremendous economic pressures. As a business, it is our responsibility to continually monitor and analyze our cost structure, including the programs we provide, against industry benchmarks, trends and economic outlook. Our long-term goal is to run a successful company that is competitive within the marketplace, and sometimes that requires making strategic—although difficult—decisions.

As health care and welfare benefit costs continue to rise, we're faced with the need to change the way we fund and deliver benefit programs to our retirees. SuperMedia has absorbed most of the retiree health plan costs through the years, but unfortunately, the Company can no longer afford this level of cost and remain competitive.

SuperMedia is not alone in these challenges. Many companies, including those which we compete against, have already reduced their retiree benefits. In addition, a recent survey by Kaiser found that among large firms offering health benefits to their active employees, the percentage of firms offering retiree health benefits fell from 66% in 1988 to just 26% in 2011. After careful consideration of our options, we have decided to make the changes outlined in this letter.

Pre-Medicare Participants: What is changing?

Effective January 1, 2014, your medical, dental, vision, life insurance, and Medicare Part B reimbursement benefits, as applicable, through SuperMedia are changing as follows:

- SuperMedia will no longer contribute toward the cost of your medical, dental, and vision coverage. Beginning January 1, 2014, you will have access to the retiree medical, dental, and vision plans then offered by SuperMedia, but if you choose to continue coverage through SuperMedia, you will be responsible for the full cost.

- SuperMedia will discontinue payment of your life insurance coverage on January 1, 2014. You will have a one-time opportunity to elect to continue the amount of this coverage by paying for it. More information will be provided as this date approaches.
- Supplemental Life benefits are expected to continue to be available, and Minnesota Life will bill you directly for the cost of your group life insurance coverage effective January 1, 2014.

Current and Future Medicare-Eligible Participants: What is changing?

Effective January 1, 2014, your medical, dental, vision, life insurance, and Medicare Part B reimbursement benefits, as applicable, through SuperMedia **will be discontinued. These benefits will no longer be provided by SuperMedia.** The Company recognizes the impact this can have, so it is taking the following actions:

- Today, individual medical, dental, and vision programs are available on the open market. To help members navigate the individual market, SuperMedia has contracted with Extend Health.

Extend Health is able to help you evaluate a variety of health plan options, and many health plans are available at a reasonable cost. Using Extend Health is completely your decision, but they are experienced with helping Medicare eligible members find health coverage that meets their needs.

Prior to January 1, 2014, Extend Health will send additional information to you. Extend Health is here to help you – **we strongly recommend you review these materials and discuss your needs with Extend Health.**

Extend Health may be able to help you find health care coverage today at an affordable cost, maybe more affordable than through SuperMedia.

- You will no longer be subsidized for your Medicare Part B premium.
- SuperMedia will discontinue payment of your life insurance coverage on January 1, 2014. You will have a one-time opportunity to elect to continue the amount of this coverage by paying for it. More information regarding this opportunity will be provided as this date approaches.
- Supplemental Life benefits are expected to continue to be available, and Minnesota Life will bill you directly for the cost of your group life insurance coverage effective January 1, 2014.

Pre-Medicare and Medicare Surviving Spouses and Dependents

Effective January 1, 2014, surviving spouse/dependent coverage will change. Specifically, access to, and the amount the Company contributes for, a survivor/dependent's medical, dental and vision coverage will be the same amount "as if" the survivor/dependent was the retiree. There will no longer be a "free" period of coverage, and a survivor/dependent's eligibility for and cost to participate in these plans will be as described above.

Next steps

It is important for you to consider the options available to you, including but not limited to:

- Evaluating the amount of life insurance you want/need.
- Researching alternative health care options that may be available to you, such as a spouse's coverage, or individual plans through Extend Health if you are Medicare eligible.

Attached is a "Frequently Asked Questions (FAQ)" sheet to help answer some of your questions. Please call the SuperMedia Benefits Center toll-free at 888-385-3028 if you have additional questions regarding these benefit changes.

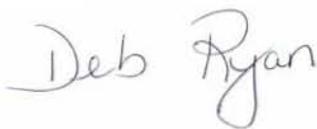
Objections

If you wish to contest SuperMedia's right to change or terminate retiree benefits, please do so in writing on the enclosed SuperMedia Retiree Benefits Claim Form. Upon completion, please return your SuperMedia Retiree Benefits Claim Form, as well as any additional documentation, to SuperMedia by overnight mail, fax, or e-mail, as indicated in the claim form.

In Closing

These decisions were not easy to make, and we understand you and your family may be affected. Please review this information carefully so you understand the changes taking place and the options available to you.

Sincerely,

A handwritten signature in blue ink that reads "Deb Ryan". The signature is written in a cursive, flowing style.

Deb Ryan
Executive Vice President, Human Resources

SuperMedia Amendment and Termination Rights

This letter and the attached materials are a Summary of Material Modifications that describes changes to the summary plan descriptions that describe your health & welfare benefits under the SuperMedia Plan for Group Insurance for Mid-Atlantic Associates, the SuperMedia Plan for Group Insurance for New York and New England Associates or the SuperMedia Management and Non-Union Plan for Group Insurance and your pension benefits under the SuperMedia Pension Plan for Collectively-Bargained Employees or the SuperMedia Pension Plan for Management Employees (SPDs). Keep these materials with your SPDs for the most current information about your benefits. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.

The information contained in this document presents descriptions of the health and welfare benefits and pension benefits available to eligible participants of the SuperMedia sponsored plans. SuperMedia and the plan administrator reserve the right to amend, modify, suspend, revoke, or terminate these plans, including, but not limited to, Company and/or participant contributions to these plans, in whole or in part at any time, for any reason, at its discretion, and with or without advance notice.

SUPERMEDIA RETIREE BENEFITS CLAIM FORM

SuperMedia Inc. ("SuperMedia") has amended the Plans (as defined in the attached letter from SuperMedia, ("Letter")) that currently provide you with retiree health and welfare benefits. Based on plan documents, including the current Summary Plan Descriptions and the Plans, SuperMedia believes it has the right to amend, modify, revoke or terminate the Plans at any time and at its discretion. The purpose of this Retiree Benefits Claim Form is to provide you with a procedure to object to SuperMedia's right to amend, modify, revoke, or terminate the Plans at any time and at its discretion. Should you wish to do so, please complete the following and provide any documents you have to support your position.

1. Contact Information:

Full Name or Name While Employed			
Current Street Address ()	City	State	Zip Code
Area Code	Daytime Telephone Number	Date of Birth	
Name of Former Employer		If Former Bargaining Unit Member, Union Name	
Retiree Signature		Date	

2. Yes No Do you claim that SuperMedia does not have the right to and cannot change or terminate your current retiree health and welfare benefits? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

3. Yes No Do you claim that you have a continuing right to the retiree medical benefits that you currently receive under the Plans that prevents SuperMedia from changing those benefits as described in the Letter? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

4. Yes No Do you claim that SuperMedia's changes to the Plans, as described in the Letter, deny you from receiving retiree benefits that SuperMedia is obligated to provide you? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

5. Yes No If your answer to numbers 2, 3, or 4 is "yes," do you have any documentation to support your position? If yes, please send the supporting documentation to SuperMedia with this completed Retiree Benefits Claim Form.

Please return this Retiree Benefits Claim Form and all supporting documentation via overnight mail, fax, or e-mail to:

SuperMedia LLC c/o SuperMedia Claims
2200 West Airfield Drive
P.O. Box 619810
D/FW Airport, TX 75261-4008
Facsimile: 1-877-462-0581 or E-mail: SuperMediaClaims@SuperMedia.com

This page is intentionally blank

Frequently Asked Questions

1. Is my pension affected?

The only change being made to the pension plan for certain retirees is the elimination of future Medicare Part B premium reimbursements.

2. Do you plan to reinstate retiree health care benefits to their current level if the company's financial position improves in the future?

No, we currently do not have plans to reinstate coverage in the future.

3. Are changes being made to the benefits provided to active employees, too? Or are retirees the only group affected?

No changes to the benefits provided to active employees are being made at this time.

4. Are retirees that currently have "access only" coverage (no Company subsidy) eligible to use the Extend Health Medicare Exchange to find coverage?

Yes. Any Medicare-eligible retiree can, and is encouraged to, use Extend Health.

5. I retired from a predecessor company, e.g. Verizon, GTE, NYNEX, or BellAtlantic. Why is my coverage being changed while Verizon retirees are not affected?

The changes being made apply to SuperMedia retirees, including those who came from a predecessor company. The business environment for SuperMedia is different from Verizon's. SuperMedia has decided to make these changes to stay competitive in the market in which we do business. We are not aware of any changes Verizon may be considering.

6. I am Medicare eligible and I currently cover my pre-Medicare dependent children. Are they eligible to continue SuperMedia's pre-Medicare medical and dental benefits at the new contribution rates?

Eligible dependents you cover now may continue to be covered through SuperMedia, as long as they continue to meet the definition of an "eligible dependent" in the plan.

7. What happens if I retire before September 1, 2012?

When you retire, you will be presented with the same options available to other similarly situated retirees as of that time.

8. I am not eligible for Medicare now, but will become Medicare eligible soon. Am I eligible to use the Extend Health Medicare Exchange?

Yes, you will be able to use the resources provided by Extend Health when you become Medicare eligible.

9. When will I know how much my new medical and dental contributions will be?

- a. Extend Health will be able to provide Medicare premium rates when you call them.
- b. New contribution rates for SuperMedia coverage will also be available. Participants who experience a premium change for SuperMedia coverage will also receive a new confirmation statement.

10. Am I required to go through Extend Health Medicare Exchange?

You are not required to use Extend Health. SuperMedia is giving you access to Extend Health in an effort to ease the transition to an individual plan—so that you know what options are available, and you are able to make an informed decision as you choose care.

These FAQs are only a summary. Not all questions and answers apply to all participants. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.



June 26, 2012

Re: Important Information about Retiree Benefits

To: Active Employees

Effective September 1, 2012, there will be changes made to SuperMedia's retiree medical, dental, vision, life insurance benefits, and Medicare Part B premium reimbursement benefits from the pension plan, as applicable. **Other pension benefits (if any) are not affected by these changes.** Please review this information carefully.

Why are changes being made?

Our industry is facing tremendous economic pressures. As a business, it is our responsibility to continually monitor and analyze our cost structure, including the programs we provide, against industry benchmarks, trends and economic outlook. Our long-term goal is to run a successful company that is competitive within the marketplace, and sometimes that requires making strategic—although difficult—decisions.

As health care and welfare benefit costs continue to rise, we're faced with the need to change the way we fund and deliver benefit programs to our retirees. SuperMedia has absorbed most of the retiree health plan costs through the years, but unfortunately, the Company can no longer afford this level of cost and remain competitive.

SuperMedia is not alone in these challenges. Many companies, including those which we compete against, have already reduced their retiree benefits. In addition, a recent survey by Kaiser found that among large firms offering health benefits to their active employees, the percentage of firms offering retiree health benefits fell from 66% in 1988 to just 26% in 2011. After careful consideration of our options, we have decided to make the changes outlined in this letter.

Pre-Medicare Participants: What is changing?

Effective September 1, 2012, retiree medical, dental, vision, life insurance, and Medicare Part B reimbursement benefits, as applicable, through SuperMedia are changing as follows:

- The amount of money SuperMedia contributes toward the cost of a retiree's medical, dental, and vision coverage **will be reduced to 75% of the current amount** starting September 1, 2012 and continuing through December 31, 2013. As an example, if SuperMedia contributes \$500/month toward the cost of a retiree's medical, dental, and vision coverage today, the Company will contribute \$375/month beginning in September. As a result, a retiree's contribution to participate will increase accordingly. In addition, the amount a retiree contributes toward the cost of medical, dental and vision coverage may be adjusted again starting on January 1, 2013 as the cost of health care changes.

- Beginning January 1, 2014, retirees will have access to the retiree medical, dental, and vision plans then offered by SuperMedia, but if a retiree chooses to continue coverage through SuperMedia, he/she will be responsible for the full cost.
- SuperMedia will discontinue payment of retiree life insurance coverage on September 1, 2012. If you retire prior to September 1, 2012, you will have a one-time opportunity to elect to continue \$10,000 in life insurance by paying the full premium.
- The premium rates applicable to retiree Supplemental Life benefits will be increasing slightly, including the premium rates applicable to retiree spouse and child(ren) supplemental life coverage. In addition, Minnesota Life will bill retirees directly for the cost of their supplemental group life insurance coverage effective September 1, 2012.

Current and Future Medicare-Eligible Participants: What is changing?

Effective September 1, 2012:

- Retiree medical, dental, vision, life insurance, and Medicare Part B reimbursement benefits, as applicable, through SuperMedia **will be discontinued. These benefits will no longer be provided by SuperMedia.** Information about health plan options will be available upon retirement, including information about Extend Health:
 - Extend Health is a firm SuperMedia has contracted with to assist Medicare eligible members navigate the individual health care market. They can help you evaluate a variety of health plan options in your area based on price, coverage levels, and your specific health care needs.
 - Using Extend Health is completely your decision, but they are experienced with helping Medicare eligible members find health coverage that meets their needs. **We strongly recommend you discuss your health care needs and options with them prior to becoming Medicare eligible, or retiring if already Medicare eligible.**
- Retirees will no longer be subsidized for their Medicare Part B premium.
- The premium rates applicable to retiree Supplemental Life benefits will be increasing slightly, including the premium rates applicable to a retiree's spouse and child(ren) supplemental life coverage. In addition, Minnesota Life will bill retirees directly for the cost of their supplemental group life insurance coverage effective September 1, 2012.

Pre-Medicare and Medicare Surviving Spouses and Dependents

Effective September 1, 2012, retiree surviving spouse/dependent coverage will change. Specifically, access to, and the amount the Company contributes for, retiree medical, dental and vision coverage will be the same amount "as if" the survivor/dependent was the retiree. There will no longer be a "free" period of coverage, and an individual's eligibility for and cost to participate in these plans will be as described above.

Next steps

It is important for you to consider the options available to you, including but not limited to:

- Evaluating the amount of life insurance you want/need.
- Researching alternative health care options that may be available to you at the time you retire, such as a spouse's coverage, or individual plans on the open market.

Attached is a "Frequently Asked Questions (FAQ)" sheet to help answer some of your questions. Please call the SuperMedia Benefits Center toll-free at 888-385-3028 if you have additional questions regarding these benefit changes.

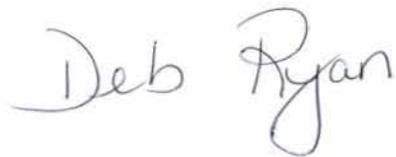
Objections

If you wish to contest SuperMedia's right to change or terminate retiree benefits, please do so in writing on the enclosed SuperMedia Retiree Benefits Claim Form. Upon completion, please return your SuperMedia Retiree Benefits Claim Form, as well as any additional documentation, to SuperMedia by overnight mail, fax, or e-mail, as indicated in the claim form.

In Closing

These decisions were not easy to make, and we understand you and your family may be affected. Please review this information carefully so you understand the changes taking place and the options available to you.

Sincerely,

A handwritten signature in cursive script that reads "Deb Ryan". The signature is written in dark ink and is positioned above the typed name and title.

Deb Ryan
Executive Vice President, Human Resources

SuperMedia Amendment and Termination Rights

This letter and the attached materials are a Summary of Material Modifications that describes changes to the summary plan descriptions that describe your health & welfare benefits under the SuperMedia Plan for Group Insurance for Mid-Atlantic Associates, the SuperMedia Plan for Group Insurance for New York and New England Associates or the SuperMedia Management and Non-Union Plan for Group Insurance and your pension benefits under the SuperMedia Pension Plan for Collectively-Bargained Employees or the SuperMedia Pension Plan for Management Employees (SPDs). Keep these materials with your SPDs for the most current information about your retiree benefits. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.

The information contained in this document presents descriptions of the health and welfare benefits and pension benefits available to eligible participants of the SuperMedia sponsored plans. SuperMedia and the plan administrator reserve the right to amend, modify, suspend, revoke, or terminate these plans, including, but not limited to, Company and/or participant contributions to these plans, in whole or in part at any time, for any reason, at its discretion, and with or without advance notice.

SUPERMEDIA RETIREE BENEFITS CLAIM FORM

SuperMedia Inc. ("SuperMedia") has amended the Plans (as defined in the attached letter from SuperMedia, ("Letter")) that currently provide you with retiree health and welfare benefits. Based on plan documents, including the current Summary Plan Descriptions and the Plans, SuperMedia believes it has the right to amend, modify, revoke or terminate the Plans at any time and at its discretion. The purpose of this Retiree Benefits Claim Form is to provide you with a procedure to object to SuperMedia's right to amend, modify, revoke, or terminate the Plans at any time and at its discretion. Should you wish to do so, please complete the following and provide any documents you have to support your position.

1. Contact Information:

Full Name or Name While Employed			
Current Street Address ()	City	State	Zip Code
Area Code	Daytime Telephone Number	Date of Birth	
Name of Former Employer		If Former Bargaining Unit Member, Union Name	
Retiree Signature		Date	

2. Yes No Do you claim that SuperMedia does not have the right to and cannot change or terminate your current retiree health and welfare benefits? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

3. Yes No Do you claim that you have a continuing right to the retiree medical benefits that you currently receive under the Plans that prevents SuperMedia from changing those benefits as described in the Letter? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

4. Yes No Do you claim that SuperMedia's changes to the Plans, as described in the Letter, deny you from receiving retiree benefits that SuperMedia is obligated to provide you? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

5. Yes No If your answer to numbers 2, 3, or 4 is "yes," do you have any documentation to support your position? If yes, please send the supporting documentation to SuperMedia with this completed Retiree Benefits Claim Form.

Please return this Retiree Benefits Claim Form and all supporting documentation via overnight mail, fax, or e-mail to:

SuperMedia LLC c/o SuperMedia Claims
2200 West Airfield Drive
P.O. Box 619810
D/FW Airport, TX 75261-4008
Facsimile: 1-877-462-0581 or E-mail: SuperMediaClaims@SuperMedia.com

This page is intentionally blank

Frequently Asked Questions

1. Is my pension affected?

The only change being made to the pension plan for certain retirees is the elimination of future Medicare Part B premium reimbursements.

2. Do you plan to reinstate retiree health care benefits to their current level if the company's financial position improves in the future?

No, we currently do not have plans to reinstate coverage in the future.

3. Are changes being made to the benefits provided to active employees, too? Or are retirees the only group affected?

No changes to the benefits provided to active employees are being made at this time.

4. Are retirees that currently have "access only" coverage (no Company subsidy) eligible to use the Extend Health Medicare Exchange to find coverage?

Yes. Any Medicare-eligible retiree can, and is encouraged to, use Extend Health.

5. I retired from a predecessor company, e.g. Verizon, GTE, NYNEX, or BellAtlantic. Why is my coverage being changed while Verizon retirees are not affected?

The changes being made apply to SuperMedia retirees, including those who came from a predecessor company. The business environment for SuperMedia is different from Verizon's. SuperMedia has decided to make these changes to stay competitive in the market in which we do business. We are not aware of any changes Verizon may be considering.

6. I am Medicare eligible and I currently cover my pre-Medicare dependent children. Are they eligible to continue SuperMedia's pre-Medicare medical and dental benefits at the new contribution rates?

Eligible dependents you cover now may continue to be covered through SuperMedia, as long as they continue to meet the definition of an "eligible dependent" in the plan.

7. What happens if I retire before September 1, 2012?

When you retire, you will be presented with the same options available to other similarly situated retirees as of that time.

8. I am not eligible for Medicare now, but will become Medicare eligible soon. Am I eligible to use the Extend Health Medicare Exchange?

Yes, you will be able to use the resources provided by Extend Health when you become Medicare eligible.

9. When will I know how much my new medical and dental contributions will be?

- Extend Health will be able to provide Medicare premium rates when you call them.
- New contribution rates for SuperMedia coverage will also be available. Participants who experience a premium change for SuperMedia coverage will also receive a new confirmation statement.

10. Am I required to go through Extend Health Medicare Exchange?

You are not required to use Extend Health. SuperMedia is giving you access to Extend Health in an effort to ease the transition to an individual plan—so that you know what options are available, and you are able to make an informed decision as you choose care.

These FAQs are only a summary. Not all questions and answers apply to all participants. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.



June 26, 2012

Re: Important Information about Your Retiree Benefits

Dear Plan Participant,

Effective September 1, 2012, there will be changes made to SuperMedia's retiree medical, dental, vision, and life insurance benefits, as applicable. **Your pension benefits (if any) are not affected by these changes.** Please review this information carefully.

Why are changes being made?

Our industry is facing tremendous economic pressures. As a business, it is our responsibility to continually monitor and analyze our cost structure, including the programs we provide, against industry benchmarks, trends and economic outlook. Our long-term goal is to run a successful company that is competitive within the marketplace, and sometimes that requires making strategic—although difficult—decisions.

As health care and welfare benefit costs continue to rise, we're faced with the need to change the way we fund and deliver benefit programs to our retirees. SuperMedia has absorbed most of the retiree health plan costs through the years, but unfortunately, the Company can no longer afford this level of cost and remain competitive.

SuperMedia is not alone in these challenges. Many companies, including those which we compete against, have already reduced their retiree benefits. In addition, a recent survey by Kaiser found that among large firms offering health benefits to their active employees, the percentage of firms offering retiree health benefits fell from 66% in 1988 to just 26% in 2011. After careful consideration of our options, we have decided to make the changes outlined in this letter.

What is changing?

Effective September 1, 2012, retiree medical, dental, vision, and life insurance benefits, as applicable, through SuperMedia are changing as follows:

- The amount of money SuperMedia contributes toward the cost of retiree medical, dental, and vision coverage **will be reduced to 75% of the current amount** starting September 1, 2012 and continuing through December 31, 2013. As an example, if SuperMedia contributes \$500/month toward the cost of a retiree's medical, dental, and vision coverage today, the Company will contribute \$375/month beginning in September. As a result, a retiree's contribution to participate will increase accordingly. In addition, the amount a retiree contributes toward the cost of medical, dental and vision coverage may be adjusted again starting on January 1, 2013 as the cost of health care changes.

- Beginning January 1, 2014, retirees will have access to the retiree medical, dental, and vision plans then offered by SuperMedia, but if a retiree chooses to continue coverage through SuperMedia, he/she will be responsible for the full cost.
- Retirees will no longer be subsidized for their Medicare Part B premium, if applicable.
- SuperMedia will discontinue payment of retiree life insurance coverage on September 1, 2012. When you retire, you will have a one-time opportunity to elect to continue an additional \$10,000 of life insurance (in addition to any supplemental life insurance you may be eligible to continue) by paying for it, as follows:
 - Minnesota Life will continue an additional \$10,000 in life insurance coverage under the supplemental life program - no medical evidence will be required.
 - You may elect a lesser amount of coverage than you currently have, but you cannot increase it once this election is made.
 - **You will be responsible for the full cost of life insurance.** The amount you pay will be based on the amount of life insurance continued, whether or not you are a tobacco user, and your age. To make this election, Minnesota Life must be contacted within 45 days following your retirement.
- The premium rates applicable to retiree Supplemental Life benefits will be increasing slightly, including the premium rates applicable to a retiree's spouse and child(ren) supplemental life coverage. In addition, Minnesota Life will bill retirees directly for the cost of their supplemental group life insurance coverage effective September 1, 2012.

Surviving Spouses and Dependents

Effective September 1, 2012, surviving spouse/dependent coverage will change. Specifically, the amount the Company contributes for, retiree medical, dental and vision coverage will be the same amount "as if" the survivor/dependent was the retiree. There will no longer be a "free" period of coverage, and the survivor/dependent's cost to participate in these plans will be as described above.

Next steps

It is important for you to consider the options available to you, including but not limited to:

- Evaluating the amount of life insurance you want/need.
- Researching alternative health care options that may be available to you at the time you retire, such as a spouse's coverage, or individual plans on the open market. For example, **when you become Medicare eligible**, you may want to consider health care through the individual market as an alternative to SuperMedia coverage. To assist, SuperMedia has contracted with Extend Health, a leader in helping Medicare eligible individuals find health care coverage. Extend Health has helped thousands of individuals navigate the individual health care market, and they may be able to help you too.

- Using Extend Health is completely your decision, but they are experienced with helping Medicare eligible members find health coverage that meets their needs. They are able to help you evaluate a variety of health plan options and find coverage at a reasonable cost.
 - Extend Health is here to help – **we strongly recommend you discuss your health care needs with them.**
 - Information about Extend Health will be available upon retirement.
- Attached is a “Frequently Asked Questions (FAQ)” sheet to help answer some of your questions. Please call the SuperMedia Benefits Center toll-free at 888-385-3028 if you have additional questions regarding these benefit changes.

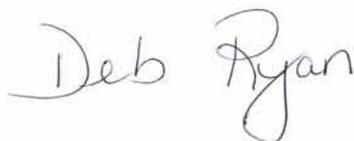
Objections

If you wish to contest SuperMedia’s right to change or terminate retiree benefits, please do so in writing on the enclosed SuperMedia Retiree Benefits Claim Form. Upon completion, please return your SuperMedia Retiree Benefits Claim Form, as well as any additional documentation, to SuperMedia by overnight mail, fax, or e-mail, as indicated in the claim form.

In Closing

These decisions were not easy to make, and we understand you and your family may be affected. Please review this information carefully so you understand the changes taking place and the options available to you.

Sincerely,

A handwritten signature in cursive script that reads "Deb Ryan".

Deb Ryan
Executive Vice President, Human Resources

SuperMedia Amendment and Termination Rights

This letter and the attached materials are a Summary of Material Modifications that describes changes to the summary plan descriptions that describe your health & welfare benefits under the SuperMedia Plan for Group Insurance for Mid-Atlantic Associates, the SuperMedia Plan for Group Insurance for New York and New England Associates or the SuperMedia Management and Non-Union Plan for Group Insurance (SPDs). Keep these materials with your SPDs for the most current information about your retiree benefits. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.

The information contained in this document presents descriptions of the health and welfare benefits available to eligible participants of the SuperMedia sponsored plans. SuperMedia and the plan administrator reserve the right to amend, modify, suspend, revoke, or terminate these plans, including, but not limited to, Company and/or participant contributions to these plans, in whole or in part at any time, for any reason, at its discretion, and with or without advance notice.

SUPERMEDIA RETIREE BENEFITS CLAIM FORM

SuperMedia Inc. ("SuperMedia") has amended the Plans (as defined in the attached letter from SuperMedia, ("Letter")) that currently provide you with retiree health and welfare benefits. Based on plan documents, including the current Summary Plan Descriptions and the Plans, SuperMedia believes it has the right to amend, modify, revoke or terminate the Plans at any time and at its discretion. The purpose of this Retiree Benefits Claim Form is to provide you with a procedure to object to SuperMedia's right to amend, modify, revoke, or terminate the Plans at any time and at its discretion. Should you wish to do so, please complete the following and provide any documents you have to support your position.

1. Contact Information:

Full Name or Name While Employed			
Current Street Address ()	City	State	Zip Code
Area Code	Daytime Telephone Number	Date of Birth	
Name of Former Employer		If Former Bargaining Unit Member, Union Name	
Retiree Signature		Date	

2. Yes No Do you claim that SuperMedia does not have the right to and cannot change or terminate your current retiree health and welfare benefits? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

3. Yes No Do you claim that you have a continuing right to the retiree medical benefits that you currently receive under the Plans that prevents SuperMedia from changing those benefits as described in the Letter? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

4. Yes No Do you claim that SuperMedia's changes to the Plans, as described in the Letter, deny you from receiving retiree benefits that SuperMedia is obligated to provide you? If yes, please explain the basis for your position (attach additional pages if necessary and any supporting documents):

5. Yes No If your answer to numbers 2, 3, or 4 is "yes," do you have any documentation to support your position? If yes, please send the supporting documentation to SuperMedia with this completed Retiree Benefits Claim Form.

Please return this Retiree Benefits Claim Form and all supporting documentation via overnight mail, fax, or e-mail to:

SuperMedia LLC c/o SuperMedia Claims
2200 West Airfield Drive
P.O. Box 619810
D/FW Airport, TX 75261-4008
Facsimile: 1-877-462-0581 or E-mail: SuperMediaClaims@SuperMedia.com

This page is intentionally blank

Frequently Asked Questions

1. Is my pension affected?

The only change being made to the pension plan for certain retirees is the elimination of future Medicare Part B premium reimbursements.

2. Do you plan to reinstate retiree health care benefits to their current level if the company's financial position improves in the future?

No, we currently do not have plans to reinstate coverage in the future.

3. Are changes being made to the benefits provided to active employees, too? Or are retirees the only group affected?

No changes to the benefits provided to active employees are being made at this time.

4. Are retirees that currently have "access only" coverage (no Company subsidy) eligible to use the Extend Health Medicare Exchange to find coverage?

Yes. Any Medicare-eligible retiree can, and is encouraged to, use Extend Health.

5. I retired from a predecessor company, e.g. Verizon, GTE, NYNEX, or BellAtlantic. Why is my coverage being changed while Verizon retirees are not affected?

The changes being made apply to SuperMedia retirees, including those who came from a predecessor company. The business environment for SuperMedia is different from Verizon's. SuperMedia has decided to make these changes to stay competitive in the market in which we do business. We are not aware of any changes Verizon may be considering.

6. I am Medicare eligible and I currently cover my pre-Medicare dependent children. Are they eligible to continue SuperMedia's pre-Medicare medical and dental benefits at the new contribution rates?

Eligible dependents you cover now may continue to be covered through SuperMedia, as long as they continue to meet the definition of an "eligible dependent" in the plan.

7. What happens if I retire before September 1, 2012?

When you retire, you will be presented with the same options available to other similarly situated retirees as of that time.

8. I am not eligible for Medicare now, but will become Medicare eligible soon. Am I eligible to use the Extend Health Medicare Exchange?

Yes, you will be able to use the resources provided by Extend Health when you become Medicare eligible.

9. When will I know how much my new medical and dental contributions will be?

- a. Extend Health will be able to provide Medicare premium rates when you call them.
- b. New contribution rates for SuperMedia coverage will also be available. Participants who experience a premium change for SuperMedia coverage will also receive a new confirmation statement.

10. Am I required to go through Extend Health Medicare Exchange?

You are not required to use Extend Health. SuperMedia is giving you access to Extend Health in an effort to ease the transition to an individual plan—so that you know what options are available, and you are able to make an informed decision as you choose care.

These FAQs are only a summary. Not all questions and answers apply to all participants. In setting forth the terms of the program in this document, every attempt has been made to make this information as detailed and accurate as possible. However, plan documents and insurance policies or contracts govern the program's plans. To the extent that there's a conflict between this information and the plan documents, insurance policies or contracts, the plan documents, policies, and contracts shall govern.