

**Annual Funding Notice  
for  
J. C. Penney Corporation, Inc. Pension Plan**

**Introduction**

This notice includes important funding information about your pension plan (“the Plan”). This notice also provides a summary of federal rules governing the termination of single-employer defined benefit pension plans and of benefit payments guaranteed by the Pension Benefit Guaranty Corporation (PBGC), a federal agency. This notice is for the plan year beginning January 1, 2012 and ending December 31, 2012 (“Plan Year”).

**Funding Target Attainment Percentage**

The Funding Target Attainment Percentage of a plan is a measure of how well the plan is funded on a particular date. This percentage for a plan year is obtained by dividing the Plan’s Net Plan Assets by Plan Liabilities on the Valuation Date. In general, the higher the percentage, the better funded the plan. The Plan’s Funding Target Attainment Percentage for the Plan Year and 2 preceding plan years is shown in the chart below, along with a statement of the value of the Plan’s assets and liabilities for the same period.

	2012	2011	2010
1. Valuation Date	January 1, 2012	January 1, 2011	January 1, 2010
2. Plan Assets			
a. Total Plan Assets	5,067,165,956	4,799,145,042	5,139,187,807
b. Funding Standard Carryover Balance	1,018,786,159	1,126,405,313	1,024,970,999
c. Prefunding Balance	473,259,623	468,945,326	407,318,098
d. Net Plan Assets (a) – (b) – (c) = (d)	3,575,120,174	3,203,794,403	3,706,898,710
3. Plan Liabilities	3,962,807,029	4,162,591,815	3,639,675,040
4. At-Risk Liabilities	Not applicable	Not applicable	Not applicable
5. Funding Target Attainment Percentage (2d)/(3)	90.21%	79.96%	101.85%
6. Funding Status Reflecting Total Plan Assets (2a)/(3)	127.86%	115.29%	141.20%

**Credit Balances**

Credit balances were subtracted from the Plan’s assets before calculating the Funding Target Attainment Percentage in the Funding Target Attainment Percentage chart. While pension plans are permitted to maintain credit balances (called “Funding Standard Carryover Balance” or “Prefunding Balance,” see lines 2.b. and 2.c., respectively, in the Funding Target Attainment Percentage chart above) for funding purposes, such credits may not be taken into account when calculating a plan’s Funding Target Attainment Percentage (*i.e.*, the credit balance must be subtracted from the Plan’s assets when determining the Funding Target Attainment Percentage). A plan might have a credit balance, for example, if in a prior year an employer made contributions at a level in excess of the minimum level required by law. Generally, the excess payments are counted as “credits” and may be applied in future years toward the minimum level of contributions a plan sponsor is required by law to make to the plan in those years. Accordingly, as of January 1, 2012 the Plan had a total credit balance of \$1,492,045,782. The credit balance represents

assets the plan sponsor has actually contributed to the Plan's trust that can be used to satisfy future minimum contributions the law requires the plan sponsor to make to the Plan.

### **Fair Market Value of Assets**

Asset values in the Funding Target Attainment Percentage chart above are actuarial values, not market values. Market values tend to show a clearer picture of a plan's funded status as of a given point in time; however, pension law allows plans to use actuarial values for purposes of determining the plan sponsor's legally required contributions to the Plan, because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market. While actuarial values fluctuate less than market values, they are estimates. As of December 31, 2012, the fair market value of the Plan's assets was \$4,997,872,716. On this same date, the Plan's liabilities were \$5,187,780,898.

### **Participant Information**

The total number of participants in the Plan as of the Plan's valuation date was 138,165. Of this number, 50,655 were active participants, 53,092 were retired or separated from service and receiving benefits, and 34,418 were retired or separated from service and entitled to future benefits.

### **Funding & Investment Policies**

The law requires that every pension plan have a procedure for establishing a funding policy to carry out the plan objectives. A funding policy relates to the level of contributions needed to pay for promised benefits. The funding policy of the Plan is to maintain a well-funded pension plan throughout all business and economic cycles. A well-funded plan assures team members of the Plan's and the Company's financial ability to continue to provide competitive retirement benefits, while at the same time being cost effective. Consistent with the Plan's funding policy, on May 24, 2010, the Company used net proceeds of approximately \$392 million from the issuance of \$400 million of new debt to make a voluntary cash contribution to the Plan.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries. Specific investments are made in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries that are responsible for plan investments with guidelines or general instructions concerning various types or categories of investment management decisions. The investment policy of the Plan is designed to provide a rate of return that, over the long term, increases the ratio of plan assets to liabilities by maximizing investment return on assets, at an appropriate level of volatility risk. The Plan's asset portfolio is actively managed and invested primarily in equity securities, which have historically provided higher returns than debt portfolios, balanced with fixed income (i.e., debt securities) and other asset classes to maintain an efficient risk/return diversification profile. In 2011 and 2012, we shifted 15% and 5%, respectively, of the plan's target allocation from equities into fixed income. This shift in allocation was another step towards lowering the Plan's volatility risk and matching the Plan's investment strategy with a maturing liability profile. The risk of loss in the Plan's equity portfolio is mitigated by investing in a broad range of equity types. Equity diversification includes large-capitalization and small-capitalization companies, growth-oriented and value-oriented investments and U.S. and non-U.S. securities. Investment types, including high-yield versus investment-grade debt securities, illiquid assets such as real estate, the use of derivatives and Company securities are set forth in written guidelines established for each investment manager and monitored by the Plan's fiduciaries. The Plan's asset allocation policy is designed to meet the Plan's future pension benefit obligations. The policy is periodically reviewed and rebalanced as necessary, to ensure that the mix continues to be appropriate relative to established targets and ranges. In conjunction with the policy, the asset classes are periodically reviewed and rebalanced as necessary, to ensure that the mix continues to be appropriate relative to established targets and ranges.

In accordance with the Plan’s investment policy, the Plan’s assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of total assets:

<b>Asset Allocations</b>	<b>Percentage</b>
1. Interest-bearing cash	2
2. U.S. Government securities	0
3. Corporate debt instruments (other than employer securities):	
Preferred	7
All other	10
4. Corporate stocks (other than employer securities):	
Preferred	
All other	32
5. Partnership/joint venture interests	10
6. Real estate (other than employer real property)	
7. Loans (other than to participants)	
8. Participant loans	
9. Value of interest in common/collective trusts	25
10. Value of interest in pooled separate accounts	
11. Value of interest in master trust investment accounts	
12. Value of interest in 103-12 investment entities	
13. Value of interest in registered investment companies (e.g., mutual funds)	11
14. Value of funds held in insurance co. general account (unallocated contracts)	
15. Employer-related investments:	
Employer Securities	
Employer real property	
16. Buildings and other property used in plan operation	
17. Other	3

For information about the Plan’s investment in any of the following types of investments as described in the chart above – common/collective trusts, registered investment companies – contact the Benefits Administration Services, PowerLine, 4 Overlook Point, Lincolnshire, IL 60069-1458 at 1-888-890-8900 or [www.jcpenneypowerline.com](http://www.jcpenneypowerline.com).

### **Right to Request a Copy of the Annual Report**

A pension plan is required to file with the US Department of Labor an annual report (i.e., Form 5500) containing financial and other information about the Plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration’s Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. For 2009 and subsequent plan years, you may obtain an electronic copy of the Plan’s annual report by going to [www.efast.dol.gov](http://www.efast.dol.gov) and using the Form 5500 search function. Or you may obtain a copy of the Plan’s annual report by making a written request to the plan administrator or logging onto [www.jcpenneypowerline.com](http://www.jcpenneypowerline.com).

### **Summary of Rules Governing Termination of Single-Employer Plans**

Employers can end a pension plan through a process called “plan termination.” There are two ways an employer can terminate its pension plan. The employer can end the plan in a “standard termination” but only after showing the PBGC that the plan has enough money to pay all benefits owed to participants. The plan must either purchase an annuity from an insurance company (which will provide you with lifetime benefits when you retire) or, if your plan allows, issue one lump-sum payment that covers your entire benefit. Before purchasing your annuity, your plan administrator must give you advance notice that

identifies the insurance company (or companies) that your employer may select to provide the annuity. The PBGC's guarantee ends when your employer purchases your annuity or gives you the lump-sum payment.

If the plan is not fully-funded, the employer may apply for a distress termination if the employer is in financial distress. To do so, however, the employer must prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay plan benefits, up to the legal limits, using plan assets and PBGC guarantee funds.

Under certain circumstances, the PBGC may take action on its own to end a pension plan. Most terminations initiated by the PBGC occur when the PBGC determines that plan termination is needed to protect the interests of plan participants or of the PBGC insurance program. The PBGC can do so if, for example, a plan does not have enough money to pay benefits currently due.

### **Benefit Payments Guaranteed by the PBGC**

If a single-employer pension plan terminates without enough money to pay all benefits, the PBGC will take over the plan and pay pension benefits through its insurance program. Only benefits that you have earned a right to receive and that cannot be forfeited (called vested benefits) are guaranteed. Most participants and beneficiaries receive all of the pension benefits they would have received under their plan, but some people may lose certain benefits that are not guaranteed.

The PBGC pays pension benefits up to certain maximum limits. The maximum guaranteed benefit is \$4,789.77 per month, or \$57,477.24 per year, payable in the form of a straight life annuity, for a 65-year-old person in a plan that terminates in 2013. The maximum benefit may be reduced for an individual who is younger than age 65. The maximum benefit will also be reduced when a benefit is provided to a survivor of a plan participant.

The PBGC guarantees "basic benefits" earned before a plan is terminated, which includes:

- pension benefits at normal retirement age;
- most early retirement benefits;
- annuity benefits for survivors of plan participants; and
- disability benefits for a disability that occurred before the date the plan terminated.

The PBGC does not guarantee certain types of benefits:

- The PBGC does not guarantee benefits for which you do not have a vested right when a plan terminates, usually because you have not worked enough years for the company.
- The PBGC does not guarantee benefits for which you have not met all age, service, or other requirements at the time the plan terminates.
- Benefit increases and new benefits that have been in place for less than one year are not guaranteed. Those that have been in place for less than five years are only partly guaranteed.
- Early retirement payments that are greater than payments at normal retirement age may not be guaranteed. For example, a supplemental benefit that stops when you become eligible for Social Security may not be guaranteed.

- Benefits other than pension benefits, such as health insurance, life insurance, death benefits, vacation pay, or severance pay, are not guaranteed.
- The PBGC generally does not pay lump sums exceeding \$5,000.

Even if certain benefits are not guaranteed, participants and beneficiaries still may receive some of those benefits from the PBGC depending on how much money the terminated plan has and how much the PBGC collects from the employer.

### **Where to Get More Information**

For more information about this notice, you may contact PowerLine, 4 Overlook Point, Lincolnshire, IL 60069-1458 at 1-888-890-8900 or [www.jcpenneypowerline.com](http://www.jcpenneypowerline.com). For identification purposes, the official plan number is 001 and the plan sponsor's employer identification number or "EIN" is 13-5583779. For more information about the PBGC and benefit guarantees, go to PBGC's Web site, [www.pbgc.gov](http://www.pbgc.gov), or call PBGC toll-free at 1.800.400.7242 (TTY/TDD users may call the Federal relay service toll free at 1.800.877.8339 and ask to be connected to 1.800.400.7242).

### **Disclosure Statement and Disclaimer**

This notice is intended to comply with the requirements of section 101(f) of the Employee Retirement Income Security Act of 1974, as amended. The disclosures provided in this notice are based on information available and believed to be accurate as of the date this notice is provided. All computations reflected in these disclosures have been performed based on a good faith interpretation of the applicable statutory and regulatory guidance in effect on the date this notice is provided. Such information and computations include, but are not limited to, the measurement of plan liabilities, reported values of plan assets, and allocation of assets. However, actual results for the Plan Year may change and will not be considered final until filed with the Department of Labor as part of the Annual Report (i.e., the Form 5500). Subsequently, such results will change only by amendment of the Annual Report for the plan year. See the Right to Request a Copy of the Annual Report section for information about how to obtain a copy of the Annual Report. The plan sponsor does not undertake any obligation to update or publicly release any revisions to this notice, and no such revisions will be issued, to reflect any changes, including but not limited to, changes in the manner in which particular calculations are performed, changes in expectations, the adoption of plan amendments or any other events or circumstances occurring after this notice is provided.

**MAP-21 SUPPLEMENT TO ANNUAL FUNDING NOTICE  
OF THE J. C. PENNEY CORPORATION, INC. PENSION PLAN FOR  
PLAN YEAR BEGINNING JANUARY 1, 2012 AND ENDING DECEMBER 31, 2012**

This is a temporary supplement to your Annual Funding Notice. It is required by a new federal law named the Moving Ahead for Progress in the 21st Century Act (MAP-21). MAP-21 changed the method for determining the interest rates used to calculate plan liabilities starting with the January 1, 2012 plan year. Prior to MAP-21, pension plans used a two-year average of interest rates to determine their liabilities. MAP-21 provides that pension plans also must take into account a 25-year average of interest rates to determine their liabilities. This means that MAP-21 interest rates will likely be higher and plan liabilities will likely be lower than they were under prior law. As a result of MAP-21, the plan sponsor may contribute less money to the Plan than under prior law when interest rates are at historical lows, as they are now.

The chart below shows how the MAP-21 interest rates affect the Plans:

- Funding Target Attainment Percentage
- Funding Shortfall
- Minimum Required Contribution

The Funding Target Attainment Percentage of a plan is a measure of how well the plan is funded on a particular date. The Funding Shortfall of a plan is the amount by which the plan's liabilities exceed net plan assets. The Minimum Required Contribution is the amount of money an employer is required by law to contribute to a plan in a given year. The following table shows this information determined with and without the MAP-21 rates to illustrate the effect of MAP-21. The information is provided for the Plan Year and for each of the two preceding plan years, if applicable.

<b>Effect of Interest Rate Stabilization on Plan Funding</b>				
Plan Year	2012		2011	2010
Calculation Basis	With MAP-21	Without MAP-21	Without MAP-21	Without MAP-21
Funding Target Attainment Percentage	90.21%	75.69%	79.96%	101.85%
Funding Shortfall	\$387,686,855	\$1,148,248,533	\$958,797,412	\$0
Minimum Required Contribution	\$66,502,620	\$82,787,456	\$116,906,543	\$41,939,175