

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>GEOFFREY OSBERG</b>	:
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<b>On behalf of himself and on</b>	:
<b>behalf of all others similarly situated,</b>	:
	:
<b>Plaintiff,</b>	:
	:
<b>- against -</b>	:
	:
<b>FOOT LOCKER, INC.,</b>	:
	:
<b>FOOT LOCKER RETIREMENT PLAN,</b>	:
	:
<b>Defendants.</b>	:
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**Case No.: 07 CV 1358 (KBF)**

~~[JOINT PROPOSED]~~ **AMENDED FINAL JUDGMENT**

In accordance with the Court’s October 5, 2015 Opinion and Order (Dkt. 398) (“Order”), and the Court’s October 5, 2015 Final Judgment (Dkt. 399), it is hereby ORDERED and ADJUDGED as follows:

1. For the reasons set forth in the Court’s Order, the Foot Locker Retirement Plan is hereby reformed to provide the “A” plus “B” pension benefit described in the Court’s Order, net of the court-approved attorneys’ fees and expenses set forth in the Court’s Order Awarding Attorneys’ Fees and Expenses (“Order on Fees and Expenses”).

2. Specifically, the Plan is hereby reformed to provide corrective benefits (“Corrective Benefits”) to each member of the Class (as defined in footnote 2 of the Order, a “Class Member”) equal to (1) the excess, if any, of the A plus B benefits described in Section II.G of the Court’s Order (the “A Benefit” and the “B Benefit,” respectively), over any such benefits already paid; plus (2) prejudgment interest at a rate of 6% on any amounts due benefit recipients for prior underpayments (together, the “A Plus B Recovery”); minus (3) the Class

Member's allocable share of the approved common benefit attorneys' fees and expenses as set forth in the Order Awarding Fees and Expenses and Service Awards for Plaintiff and Testifying Class Members (the "Allocable Share"); with any adjustments (whether an increase or decrease) required by the Internal Revenue Code of 1986, as amended, and Treasury regulations issued thereunder. The Allocable Share shall be determined using an allocation method that has been agreed by the parties, which is based on the relative amount of each Class Member's A Plus B Recovery and the assumption that the value of the total amount of the A Plus B Recovery is \$290,000,000, and which shall be binding.

3. A Class Member who is a retiree or former employee (or a beneficiary) that previously commenced a benefit under the Plan shall receive his or her Corrective Benefit in the same form as such Class Member previously elected or otherwise commenced his or her original benefit under the Plan.

4. The Court orders and enjoins Foot Locker, Inc. ("Foot Locker") to enforce the Plan as thus reformed. *See CIGNA Corp. v. Amara*, 563 U.S. 421, 435, 441 (2011) ("step 2" payment of benefits following the "step 1" reformation).

5. The Court hereby assumes jurisdiction over the Foot Locker Qualified Settlement Trust, a \$150 million trust fund established by Foot Locker, the proceeds of which shall be available (to the extent needed) to satisfy portions of the Amended Final Judgment, with any residual assets returned to Foot Locker.

6. On a monthly basis beginning in the first week of the fifth month following the month in which this Amended Final Judgment is entered and ending the eighth month following the month in which this Amended Final Judgment is entered, Foot Locker will provide Class Counsel with an Excel spreadsheet reporting for each Class Member (listed in alphabetical order)

the Class Member's current mailing address and the Corrective Benefit paid to or on behalf of the member through that date. Foot Locker shall cooperate with Class Counsel to address any questions or concerns about the information reported in the spreadsheets, as well as any questions or concerns about the Corrective Benefits raised with Class Counsel by Class Members.

7. Without affecting the finality of this judgment in any way, this Court will retain continuing jurisdiction over the parties and the Class solely for purposes of enforcing this judgment and may order any appropriate legal or equitable remedy necessary to enforce the terms of this judgment.

SO ORDERED.

Dated: New York, New York  
June 8, 2018.



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KATHERINE B. FORREST  
United States District Judge