

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION

IN RE ELECTRONIC DATA SYSTEMS CORP. "ERISA" LITIGATION	:	CASE NO. 6:03-MD-1512
THIS DOCUMENT RELATES TO: ALL ACTIONS	:	LEAD CASE: 6:03-CV-126 ("ERISA")
	:	JURY TRIAL DEMANDED

ORDER APPROVING EDS 401(K) PLAN OF ALLOCATION

This matter having come before the Court at the Fairness Hearing, and the matter having been heard and good cause appearing,

IT IS ORDERED

I. Definitions

A. "*Settlement Administrator*" means the entity or person charged to calculate, implement, and oversee the *Plan of Allocation*.

B. "*Plan*" means the EDS 401(k) Plan.

C. "*Plan of Allocation*" means the terms of allocation contained in this Order.

D. "*Class Period*" means the period between September 7, 1999, and November 18, 2002.

E. "*Participant*" means a person who was a participant in the *Plan*, or beneficiary thereof, as these terms are defined under ERISA, during the *Class Period*, except that any *Defendant*, or any *Immediate Family* members, heirs, successors or assigns of any *Defendant*, are excluded from the definition of "*Participant*."

F. “*Net Settlement Proceeds*” means the cash proceeds from the settlement of this action minus the expenditures from those proceeds that are authorized by Court order. The *Settlement Administrator’s* reasonably incurred fees and expenses may be among those authorized provided they are approved in writing by *Appointed Counsel*.

II. Calculation of Allocation

A. For each *Participant* who can be found, the *Administrator* shall determine the approximate net loss (“Net Loss”). $\text{Net Loss} = A + B - C - D$, where, for each *Participant’s* account:

1. A = the dollar value, if any, of the balance in the EDS Stock Fund on the first day of the *Class Period*, September 7, 1999;
2. B = the dollar value, if any, of any investments made in the EDS Stock Fund during the *Class Period*;
3. C = the dollar value, if any, as of the time of any divestments from the EDS Stock Fund during the *Class Period*; and
4. D = the dollar value, if any, of the balance in the EDS Stock Fund remaining on the earlier of the last day of the *Class Period*, or the last day the member was a *Participant*.

B. *Participants* whose Net Loss is negative are excluded from further calculations under this *Plan of Allocation*.

C. The Net Losses of the *Participants* as calculated in Sections A & B above will be totaled to yield the “Total Losses Within the Plan” over the *Class Period*.

D. The *Settlement Administrator* shall calculate for each *Participant* his or her “Preliminary Fractional Share” of the Total Losses Within the Plan by dividing each *Participant’s* Net Loss by the Total Losses Within the Plan.

E. The *Settlement Administrator* shall then calculate for each *Participant* his or her “Preliminary Dollar Recovery” from the *Net Settlement Proceeds* by multiplying the *Participant’s Preliminary Fractional Share* by the *Net Settlement Proceeds*.

F. The *Settlement Administrator* shall identify all former *Participants*—i.e., all *Participants* who do not have a *Plan* account as of the *Effective Date of Settlement* — whose *Preliminary Dollar Recovery* is less than ten dollars (\$10.00) (the “De Minimus Amount”). Because of the administrative expense associated with the distribution of the De Minimus Amount to former *Participants*, no allocation shall be made from the *Net Settlement Proceeds* of any De Minimus Amounts.

G. The *Settlement Administrator* shall then, taking into account the former *Participants* who will not receive an allocation, recalculate the *Preliminary Fractional Shares* and the *Preliminary Dollar Recoveries* as many times as necessary so as to arrive at a “Final Fractional Share” and “Final Dollar Recovery” for each *Participant*. The sum of the *Final Dollar Recoveries* must equal the *Net Settlement Proceeds*.

III. Distribution of the Allocated Amounts

A. As soon as practicable after the calculations pursuant to section II, *supra*, the *Settlement Administrator* shall pay the *Net Settlement Proceeds* into the *Plan* or directly to former *Participants* who no longer hold a *Plan* account.

B. *Current Participants*. The *Settlement Administrator* shall provide a breakdown by participant of the allocation of the *Net Settlement Proceeds* paid into the *Plan*. As promptly as possible after deposit of the *Net Settlement Proceeds* into the *Plan*, the *Plan’s* record keeper shall allocate into each current *Participant’s* account his or her *Final Dollar Recovery* as calculated

above. The deposited amount shall be allocated among the Participant's investment options in accordance with the existing investment elections then in effect and treated thereafter for all purposes under the *Plan* as assets of the *Plan* properly credited to that *Participant's* account.

C. Former *Participants*. With respect to former *Participants* who no longer hold a *Plan* account, the *Settlement Administrator* shall distribute former *Participants'* Final Dollar Recoveries directly to the former *Participants* because they no longer hold a *Plan* account. Amounts payable to former *Participants* who cannot be located shall be reallocated among other *Participants* and former *Participants* (to the extent this supplemental allocation for former *Participants* exceeds the De Minimus Amount of \$10.00) pro rata in accordance with their Final Fractional Shares to the extent permitted by ERISA.

IV. Qualifications and Continuing Jurisdiction

A. In light of the manner in which the data is kept, the ease with which it can be manipulated and the extent to which it is possible to locate former *Participants*, it may be appropriate to simplify some of the features of these calculations or modify some of the procedures for allocation. Such simplifications and modifications are acceptable as long as three basic features of the distribution are preserved: (1) that each *Participant* receives a share of the *Net Settlement Proceeds* based approximately on the decline in the value of EDS stock held in that *Participant's Plan* account during the *Class Period* in comparison with the decline in value of EDS stock held in other *Participants' Plan* accounts; (2) that the distribution take place through the *Plan* entity to the extent practicable so as to realize the tax advantages of investment in the *Plan*; and (3) that the allocation be made so as to minimize unnecessary administrative

expense. Any such changes will be presented to the Court for approval pursuant to section IV.B below.

B. The Court will retain jurisdiction over this *Plan of Allocation* to the extent necessary to ensure that it is fully and fairly implemented.

SO ORDERED this 6 day of August, 2008.



HONORABLE LEONARD DAVIS
United States District Judge