

## TABLE OF CONTENTS

I.	INTRODUCTION.....	1
II.	GENERAL PROVISIONS .....	3
A.	DEFINITIONS .....	3
1.	"Administrative Class Complaint".....	3
2.	"Class Claim" .....	3
3.	"Class Complaint" .....	4
4.	"Class Counsel".....	4
5.	"Class Member(s)", "Class" and/or "Plaintiff Class".....	4
6.	"Class Representatives" .....	5
7.	"Confidential Information".....	5
8.	"Confidentiality Agreement".....	6
9.	"Consent Decree" or "Decree".....	6
10.	"court" or "District Court" .....	7
11.	"Effective Date".....	7
12.	"Employment Practices".....	7
13.	"FDIC" .....	7
14.	"Final Approval" .....	7
15.	"Mandatory Joinder Claim".....	7
16.	"Neutral Expert".....	8
17.	"ODEO".....	8
18.	"Claims Administrator" .....	8
19.	"Plaintiffs' Expert".....	8
20.	"Preliminary Approval" .....	8
21.	"PSB" .....	8
22.	"Reasonable Attorneys' Fees, Expenses, and Costs" .....	9

23.	"Settlement-Only Class" .....	9
24.	"This Case" .....	9
B.	JURISDICTION OF THE COURT .....	9
C.	TERM OF DECREE .....	10
D.	SCOPE OF THE CONSENT DECREE .....	11
1.	Persons Covered By Decree .....	11
a)	Certification of Settlement-Only Class.....	11
b)	Opt Out Rights.....	11
2.	Release/Bar of Claim .....	11
E.	DENIAL OF LIABILITY.....	13
F.	CONFLICTS .....	14
G.	CONFIDENTIALITY AND RETURN OF DOCUMENTS .....	15
H.	APPROVAL OF CONSENT DECREE AS WRITTEN .....	16
I.	INTERPRETATION OF CONSENT DECREE .....	17
1.	Nature of Agreement.....	17
2.	No Preferences.....	17
3.	No Modifications of Title VII Requirements .....	17
4.	Payments for Fees, Costs and Expenses .....	17
a)	Detailed Invoice Required .....	18
b)	No Entitlement to Unspent Funds .....	18
J.	SIGNATURES OF ALL CLASS COUNSEL REQUIRED .....	19
III.	RELIEF .....	19
A.	MONETARY RELIEF .....	19
1.	FDIC Payment to Class .....	19
2.	Calculation of Monetary Awards to Class Members .....	21
3.	Distribution of Monetary Awards to Class Members.....	22
4.	Tax Consequences of Monetary Relief.....	23

5.	Other Monetary Payments.....	24
B.	EQUITABLE RELIEF.....	25
1.	Personnel and Management Practices and Procedures .....	25
a)	Joint Neutral Expert .....	25
b)	Competitive Promotions .....	27
i)	Minimum Qualification Determination.....	27
ii)	Merit Promotion Panels .....	27
iii)	Interviews.....	28
iv)	Cancellation, Non-Selection, or Lapse of Vacancy Announcements .....	29
iv)	Selections.....	29
c)	Non-Competitive Promotions .....	29
i)	Career Ladder Promotions .....	29
ii)	Desk Audits/Reclassification Decisions.....	30
d)	Career Enhancement Opportunities .....	31
i)	Job Assignments .....	31
ii)	Career Development Plans .....	32
iii)	Details.....	33
2.	Training and Education .....	33
3.	Monitoring and Compliance .....	34
a)	Cooperation .....	34
b)	FDIC Point of Contact for Class .....	35
c)	Neutral Expert .....	35
d)	Personnel Compliance Officer Position .....	35
e)	Information and Documentation.....	35
i)	Production of Documents .....	35
ii)	Limitations on Data Production Obligations.....	37

	a. General Limitations .....	37
	b. Confidentiality of EEO Complaints.....	37
	c. No Obligation to Violate Privacy Act.....	37
	f) Procedures for Analyzing Promotions Data .....	37
4.	Feedback and Input .....	38
	a) EEO and Diversity Policies.....	38
	b) Access to Senior Management .....	39
	c) SEC, REC, and Diversity Council Input.....	39
IV.	ATTORNEYS= FEES, EXPENSES, AND COSTS .....	39
	A. PAST REASONABLE ATTORNEYS= FEES, EXPENSES, AND COSTS .....	39
	B. REASONABLE ATTORNEYS= FEES, EXPENSES, AND COSTS FOR APPEALS .....	41
	1. Court of Appeals .....	41
	2. United States Supreme Court .....	41
	C. REASONABLE ATTORNEYS= FEES, EXPENSES, AND COSTS FOR IMPLEMENTING AND MONITORING THE DECREE.....	42
	1. Expert Fees, Expenses and Costs.....	42
	a) Plaintiffs= Expert .....	43
	b) Neutral Expert .....	43
	2. Attorneys= Fees, Expenses, and Costs.....	43
	D. REASONABLE ATTORNEYS= FEES, EXPENSES, AND COSTS FOR MEDIATION.....	44
	E. REASONABLE ATTORNEYS= FEES, EXPENSES, AND COSTS FOR ENFORCEMENT OF THE DECREE .....	44
V.	ENFORCEMENT.....	44

A.	GENERAL PRINCIPLES .....	44
1.	ADR Mandatory.....	44
2.	Best Efforts .....	45
3.	No Individual Issues .....	45
B.	NOTICE OF DISPUTE.....	45
C.	NEGOTIATION AND MEDIATION .....	45
1.	Negotiation .....	45
2.	Mediation.....	45
a)	Mediator .....	46
b)	Mediation Statements .....	46
c)	Cost of Mediator .....	46
d)	Attorneys= Fees and Costs .....	46
3.	Extensions of Time .....	47
4.	Confidentiality.....	47
a)	Negotiation and Mediation Confidential .....	47
b)	Agreements to Mediate .....	47
c)	Attempts to Obtain Confidential Information .....	47
i)	Notice of Attempt .....	47
ii)	Cooperation to Prevent Disclosure .....	48
D.	COURT PROCEDURES .....	48
VI.	PROCEDURES FOR FAIRNESS HEARING .....	48
VII.	APPLICABLE CONTRACT PRINCIPLES .....	51
A.	COUNTERPARTS .....	51
B.	HEADINGS .....	51
C.	ENTIRE AGREEMENT .....	51
D.	NO WAIVER .....	51
E.	SEVERABILITY.....	52

F.	GOVERNING LAW .....	52
G.	NOTICE TO PARTIES .....	52
H.	MODIFICATIONS .....	54
I.	EXTENSION OF TIME BY AGREEMENT OF PARTIES .....	54
J.	BINDING AGREEMENT.....	54
K.	CHANGES IN LAW .....	54
1.	Illegal Action Not Required .....	54
2.	Suspension of Obligation Pending Legality Determination.....	55
3.	Modification of Decree to Conform to Changes in Law.....	55

## **EXHIBITS TO THE CONSENT DECREE**

1. Agreement to Mediate
2. Notice of Pendency of Class Action and Proposed Consent Decree
3. Claim Form
4. Notice of Individual Monetary Award Under Proposed Consent Decree
5. Notice of Fairness Hearing
6. Notice of Monetary Distribution Formula Under Proposed Consent Decree