

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

SUPERMEDIA INC., ET AL.,)	
)	
Plaintiffs,)	
)	CIVIL ACTION NO.
VS.)	
)	3:12-CV-2034-G
SANDRA NOE, CARL OHNSTAD, and)	
CLAIRE PALMER, individually, and on)	
behalf of all others similarly situated,)	
)	
Defendant.)	

AGREED CLASS ACTION FINAL JUDGMENT

Pursuant to the court's order finally approving settlement, entered separately on April 22, 2014, and approving the Stipulation and Settlement Agreement, the court enters judgment in favor of Dex Media, Inc., SuperMedia Inc., SuperMedia LLC, SuperMedia Services Inc., SuperMedia Sales Inc., Dex Media, Inc. Benefits and Compensation Committee, SuperMedia Employee Benefits Committee, and Idearc Inceptor LTD (collectively, "SuperMedia") and against defendants Sandra Noe, Carl Ohnstad, and Claire Palmer, both individually and as representatives of the defendant class, and against defendant Pamela Bennett. The defendant class consists

of all former bargaining and former non-bargaining employees of SuperMedia Inc., SuperMedia LLC, SuperMedia Services, Inc., SuperMedia Sales Inc., SuperMedia Employee Benefits Committee, Idearc Inceptor LTD, including former employees of any of their predecessors, including former employees of Verizon Communication Inc., GTE Corporation, f/k/a General Telephone & Electronics Corporation, Bell Atlantic, and NYNEX Corporation, who were participants in SuperMedia's health and welfare benefit plans as of the time of the enactment of the June 25, 2012 amendments, the October 15, 2012 amendments, or the April 23, 2013 amendments (collectively, the "Amendments") and who were impacted by the Amendments. The defendant class excludes (i) current bargained-for employees of SuperMedia Inc. whose collective bargaining agreements cover retiree health and welfare benefits and current management employees and (ii) potential class members who opted out of the defendant class. The order finally approving settlement remains valid and subsisting.

It is therefore declared that as to all individual defendants and the defendant class:

1. The June 25, 2012 amendments, the October 15, 2012 amendments, and the April 23, 2013 amendments (collectively, the "Amendments") enacted by SuperMedia are legal, valid, binding, and enforceable;
2. The Amendments enacted by SuperMedia do not violate, conflict with, or breach any provision of or obligation under the retiree health and welfare benefits plans, collective

bargaining agreements, or any other operative agreements of SuperMedia or its predecessors;

3. As to participants who (i) are not subject to the GTE Change in Control,¹ (ii) are not subject to the MERP,² and (iii) are not Post December 7, 2008 NY/NE Retirees,³ SuperMedia has the unilateral right to modify, amend, revoke or terminate the plans or any provisions therein at any time;

¹ Participants subject to the GTE Change in Control are: (i) retirees who were participants in the GTE Retiree Choices Medical Plan as of May 18, 1999 and (ii) either (a) retired from GTE before May 18, 1999 (other than with a deferred vested pension) or (b) retired (other than with a deferred vested pension) from GTE or any successor after May 18, 1999 and were within five years of reaching eligibility for retirement (not including eligibility for a deferred vested pension) under the applicable GTE pension plan as of May 18, 1999, and their dependents.

² Participants subject to the MERP are: Joseph Porter, Charles Higgins, Wayne Kauffman, Donald Marinari, Al Dilorenzo, Audrey Tracey, Adeline Feltmann and Lester Luedecker.

³ Post December 7, 2008 NY/NE Retirees are those who (i) were formerly bargaining unit employees represented by one of the following three labor unions: (a) the International Brotherhood of Electrical Workers, AFL-CIO Local 2213, a party to the Collective Bargaining Agreement between Idearc Media North Greenbush, NY -- Directory Clerical Unit and International Brotherhood of Electrical Workers, AFL-CIO Local 2213 that became effective on December 7, 2008; (b) Communications Workers of America, AFL-CIO Local 1301, a party to the Collective Bargaining Agreement between Idearc Media and Communications Workers of America, AFL-CIO Local 1301 Directory Sales that became effective on December 7, 2008; or (c) Communications Workers of America, AFL-CIO Local 1302, a party to the Collective Bargaining Agreement between Idearc Media New England Directory Clerical Unit and Communications Workers of America, AFL-CIO Local 1302 that became effective on December 7, 2008; and (ii) retired on or after December 7, 2008. The benefits of Post December 7, 2008 NY/NE Retirees are not affected by the Amendments.

4. As to GTE retirees who are subject to the provisions of the GTE Change in Control, SuperMedia has the unilateral right to modify or amend: (i) the co-payments, deductibles, and other requirements for coverage and benefits; and (ii) the administration, design, coverage, and benefits of the plans.

This Final Judgment finally disposes of all parties and all claims and is appealable.

SO ORDERED.

April 23, 2014.



A. JOE FISH
Senior United States District Judge

AGREED:

/s/ Robert E. Goodman, Jr.
Robert E. Goodman, Jr.
Curtis L. Kennedy
COUNSEL FOR DEFENDANT CLASS

/s/ Richard S. Krumholtz
Richard S. Krumholtz
COUNSEL FOR PLAINTIFFS