

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

MARILYN KEEPSEAGLE, et al.,)	
)	
Plaintiffs,)	Civil Action No. 1:99CV03119
)	(EGS)
v.)	
)	
TOM VILSACK, Secretary, United States)	Judge: Emmet G. Sullivan
Department of Agriculture,)	Magistrate Judge: Alan Kay
)	
Defendant.)	

ADDENDUM TO SETTLEMENT AGREEMENT

I. INTRODUCTION

This is an addendum to the Settlement Agreement approved by the Court in *Keepseagle v. Vilsack*, No. 1:99CV03119 (D.D.C.) on April 29, 2011, as revised by the parties and approved by the Court on August 1, 2012. Except where otherwise specified and defined herein, all terms used in this Addendum shall have the same meanings as set forth in the Settlement Agreement. The purpose of this Addendum is to modify the *cy pres* provisions set forth in the Settlement Agreement. Thus, the provisions of this Addendum will govern in place of the following portions of the original and revised Settlement Agreement: sections II.I, II.J, IX.F.7 (original Settlement Agreement), IX.F.9 (revised Settlement Agreement).

II. DEFINITIONS

A. “Initial Cy Pres Beneficiary” is any non-profit organization that (i) has provided business assistance, agricultural education, technical support, or advocacy services to Native American farmers or ranchers between 1981 and November 1, 2010 to support and promote their continued engagement in agriculture, (ii) is either a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code (“Code”); educational organization described in Section 170(b)(1)(A)(ii) of the Code; or an instrumentality of a state or federally recognized tribe, including a non-profit organization chartered under the tribal law of a state or federally recognized tribe, that furnishes assistance designed to further Native American farming or ranching activities, provided, however, that the use of any grant funds by such grant recipient shall be restricted exclusively to charitable and educational purposes described in Section 170(c)(2)(B) of the Code; and (iii) is proposed by Class Counsel and approved by the Court.

- B. “Primary Cy Pres Beneficiary” is a trust created for the purpose of distributing the *cy pres* funds after the distribution to the Initial Cy Pres Beneficiaries. The Trust (a.k.a. “Native American Agriculture Fund”) shall seek recognition as a non-profit organization under §501(c)(3). The trust document, including a statement of the purposes for which funds may be expended, shall be presented to the Court for approval. The statement of the purposes for which funds may be expended by the Trust shall authorize it to make grants subject to the following restrictions: (i) grants must be to a tax-exempt organization described in Section 501(c)(3) of the Code; educational organization described in Section 170(b)(1)(A)(ii) of the Code; or an instrumentality of a state or federally recognized tribe, including a non-profit organization chartered under the tribal law of a state or federally recognized tribe, that furnishes assistance designed to further Native American farming or ranching activities, provided, however, that the use of any grant funds by such grant recipient shall be restricted exclusively to charitable and educational purposes described in Section 170(c)(2)(B) of the Code; (ii) the organization must use the funds to provide business assistance, agricultural education, technical support, and advocacy services to Native American farmers and ranchers, including those seeking to become farmers or ranchers, to support and promote their continued engagement in agriculture; and (iii) the entire amount transferred to the Trust from the Cy Pres Fund, including any earnings generated by the funds, must be disbursed within 20 years of the establishment of the Trust. Establishment of the trust will be dated from six months after the Court approves this Addendum and the Trust Agreement and the time to appeal expires without appeal, or any appeal is resolved. The initial members of the Board of Trustees for the Trust, as well as the Executive Director, shall be nominated by Class Counsel and approved by the Court.

III. CY PRES DISTRIBUTION

- A. Within 180 days after this Addendum is approved by the Court, Class Counsel will propose awards to Initial Cy Pres Beneficiaries which, in the aggregate, will total \$38 million from the Cy Pres Fund. Awards to Initial Cy Pres Beneficiaries shall be for the benefit of Native American farmers and ranchers, upon recommendation by Class Counsel and are subject to approval by the Court. Awards to Initial Cy Pres Beneficiaries may not be used for litigation, lobbying, or political activity as those terms are defined by the Internal Revenue Code. Once the Court has approved the Initial Cy Pres Beneficiaries, the Claims Administrator shall send to each Initial Cy Pres Beneficiary, via secure method of disbursement (either wire transfer or a check sent via overnight, trackable, delivery) the amount of the Beneficiary’s share of the Cy Pres Fund.
- B. After the following conditions are met, the entire Cy Pres Fund not allocated to the Initial Cy Pres Beneficiaries, except for the interest earned, will be transferred to the Native American Agriculture Fund (also referred to herein as the Trust). The conditions are: (i) Court approval of this Addendum; (ii) Court approval of the trust document, including its statement of the purposes for which funds may be expended; and (iii) Court approval of the first Board of Trustees.

- C. Interest earned on the Total Compensation Fund or Cy Pres Fund, prior to such funds being transferred to the Initial or Primary Cy Pres Beneficiaries, may be used to pay the fees and expenses involved in establishing the trust, and fees and expenses involved in identifying and distributing funds to the Initial Cy Pres Beneficiaries, as well as the administrative and operating expenses of the Trust until the funds referred to in paragraph B above are transferred to the Trust. Until such time as all expenses and taxes associated with creation of the Trust and management of the Total Compensation or Cy Pres Fund have been paid, the interest will be retained in a separate account in order to defray such outstanding expenses, after which the remaining interest will be transferred to the Trust.

IV. PROCEDURES

- A. Within 14 days of presenting this Addendum to the Court for approval, counsel for the Plaintiffs will submit to the Court for approval the Trust Document, including its statement of the purposes for which funds may be expended.
- B. Within 14 days of presenting this Addendum to the Court for approval, counsel for the Plaintiffs will submit to the Court for approval nominees to serve on the first Board of Trustees for the Trust, as well as an Initial Executive Director.

September 24, 2014

Respectfully submitted,

For the Plaintiffs:

By */s/ Joseph M. Sellers*

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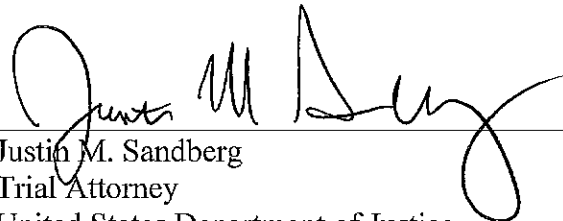
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