

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

Mary Davis, Maureen Collier, and
The Police Retirement Systems of
St. Louis, derivatively on behalf of
Target Corporation,

Lead Case No. 14-cv-203 (PAM/JJK)

Plaintiffs,

ORDER

v.

Gregg W. Steinhafel, Beth M. Jacob,
James A. Johnson, John Mulligan, Anne
M. Mulcahy, Roxanne S. Austin, Calvin
Darden, Mary E. Minnick, Derica W.
Rice, John G. Stumpf, Douglas M.
Baker, Jr., Henrique De Castro, Kenneth
L. Salazar, and Solomon D. Trujillo,

**This Order Applies To
ALL SHAREHOLDER ACTIONS**

Defendants,

-and-

Target Corporation,

Nominal Defendant.

This matter is before the Court on various Motions to Dismiss filed by Defendants in this matter. Derivative Plaintiffs have stipulated that they do not oppose these Motions to Dismiss (Docket No. 86), but they retain the right to move the Court for legal fees and expenses from Target. Target in turn retains the right to oppose that motion.

Based on the files, records, and proceedings in this case, **IT IS HEREBY ORDERED that:**

1. The Motion for Approval and Dismissal made by the Special Litigation Committee of the Board of Directors of Target Corporation (Docket No. 57) and the Defendants' motions to dismiss (Docket Nos. 68, 75, and 79) are **GRANTED**;

2. Notice of this Order will be included in a Form 8-K to be furnished by Target to the SEC and provided by electronic mail to counsel for the shareholder who made demand on Target's Board of Directors;

3. In the event that no shareholder seeks to intervene within 30 days of Target furnishing Notice of this Order to the SEC, the above-captioned matter will be **DISMISSED with prejudice**;

4. The Shareholder Plaintiffs or Shareholder Plaintiffs' counsel shall file any application seeking fees from Target within thirty (30) days of the date of this Order; and

5. Defendants shall not seek costs or fees from Shareholder Plaintiffs in connection with this action.

Dated: Thursday, July 7, 2016

s/ Paul A. Magnuson
Paul A. Magnuson
United States District Court Judge